

THE TORONTO STOCK EXCHANGE

29/5/69

FILING STATEMENT NO. 1692.

FILED, JUNE 16th, 1969.

NORLEX MINES LIMITED

Incorporated under the laws of the Province of Ontario
by Letters Patent dated February 27, 1945.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

Reference is made to previous
Filing Statement No. 1638.

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	The sale of 200,000 treasury shares and the granting of an option to purchase a further 100,000 treasury shares. See Item 6.
2. Head office address and any other office address.	Suite 509, 25 Adelaide Street West, Toronto 105, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	WILLIAM PLEXMAN, Mining Executive and Prospector, 3 Stratheden Road, Toronto, Ontario, President, Director and General Manager. G. D. PATTISON, C.A., Mining Executive, R.R. No. 2, Aurora, Ontario, Vice-President and Director. R. D. BELL, C.A., Mining Executive, 7 Hi Mount Drive, Willowdale, Ontario, Secretary-Treasurer and Director. F. C. SHIRRIFF, President, Packaging Equipment Services Limited, 27 Forest Glen Crescent, Toronto, Ontario, Director. S. A. PERRY, F.C.I.S., Mining Executive, 1 Benvenuto Place, Toronto, Ontario, Director.
4. Share capitalization showing authorized and issued and outstanding capital.	The authorized capital of the Company consists of 7,500,000 shares with a par value of \$1.00 each of which 4,500,000 shares are issued and outstanding as fully paid and non-assessable, and 350,000 shares are to be issued.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	By agreement made May 23, 1969, C.J.V. Holdings Limited agreed to purchase 200,000 treasury shares of the Company at a price of 50¢ per share and in consideration of such purchase the Company granted to C.J.V. Holdings Limited an option to purchase all or any part of a further 100,000 treasury shares at a price of 50¢ per share exercisable not later than 90 days after the date of acceptance of this Filing Statement. At the present time, 26,737 shares of the Company are held by C.J.V. Holdings Limited, which is a subsidiary of Canadian Javelin Limited, which owns 480,000 shares of the Company. Reference is made to Items 4, 13 and 14 hereof. Of the said 350,000 shares of the Company to be issued, Canadian Javelin Limited is to receive 17,500 free shares and 157,500 escrowed shares and Newfoundland and Labrador Corporation Limited, a subsidiary of Canadian Javelin Limited, is to receive 17,500 free shares and 157,500 escrowed shares of the Company. C.J.V. Holdings Limited, Canadian Javelin Limited and Newfoundland and Labrador Corporation Limited have undertaken to hold all shares presently held or to be acquired as herein set forth, for investment purposes, for a period of six months from the date of acceptance of this Filing Statement.

<p>7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.</p>	<p>C.J.V. Holdings Limited, 100 Bronson Avenue, Ottawa, Ontario, is a wholly-owned subsidiary of Canadian Javelin Limited, 100 Bronson Avenue, Ottawa, Ontario.</p>
<p>8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.</p>	<p>None</p>
<p>9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.</p>	<p>The Company plans to continue its exploration program on its optioned property in the Province of Newfoundland in accordance with the recommendations of Frederick C. Knight, B. Sc., P. Eng., and Michael Zurowski, B. Sc., P. Eng., whose report dated May 26, 1969, accompanies this filing Statement. The Company plans to do surface stripping and rock trenching on its Dickens Township property in Eastern Ontario to be followed by shallow drilling if warranted.</p>
<p>10. Brief statement of company's chief development work during past year.</p>	<p>The Company has carried out approximately 5,000 feet of diamond drilling on its optioned property in the Province of Newfoundland. Prospecting and exploration work has been carried out on the Company's property in Dickens Township.</p>
<p>11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.</p>	<p>Not applicable</p>
<p>12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.</p>	<p>Not applicable</p>
<p>13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.</p>	<p>Reference is made to Items 4 and 6 hereof. Of the said 350,000 shares of the Company to be issued to Canadian Javelin Limited and Newfoundland and Labrador Corporation Limited, 315,000 of such shares will be held in escrow by Canada Permanent Trust Company subject to release only upon the consent of the Toronto Stock Exchange.</p>
<p>14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)</p>	<p>The beneficial owners of the 315,000 shares of the Company to be held in escrow referred to in Item 13 hereof will be Canadian Javelin Limited, 100 Bronson Avenue, Ottawa, Ontario, as to 157,500 shares and Newfoundland and Labrador Corporation Limited, Javelin House, St. John's, Newfoundland, as to the remaining 157,500 shares.</p>

FINANCIAL STATEMENTS

NORLEX MINES LIMITED

(Incorporated under the laws of the Province of Ontario)

BALANCE SHEET

May 15, 1969

- ASSETS -

Current assets

Cash	45,670.73	
Accounts receivable	<u>1,325.00</u>	46,995.73

Investments

Marketable securities at written down value		451.00
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Fixed assets

Mining claims, at cost	2,332.00	
Payment on option to purchase claims	<u>41,000.00</u>	
	43,332.00	
Field equipment, at cost	<u>1,777.15</u>	45,109.15

Deferred expenditures

Exploration and development expenditures	122,585.63	
Participation in Grubstake	<u>1,000.00</u>	123,585.63

\$ 216,141.51

- LIABILITIES -

Current liabilities

Accounts payable		800.00
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- SHAREHOLDERS' EQUITY -

Capital stock

Authorized, 7,500,000 shares, par value \$1.00 each		
Issued and fully paid, 4,500,000 shares	1,070,139.83	

Contributed surplus arising from the reduction of capital stock on February 27, 1963

1,448,559.32
<u>2,518,699.15</u>

Deficit

<u>2,303,357.64</u>	215,341.51
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\$ 216,141.51

Approved by the Board

William Plummer Director

John A. Plummer Director

NORLEX MINES LIMITED

STATEMENT OF DEFERRED EXPLORATION AND DEVELOPMENT

Sixteen and one half months period ending May 15, 1969

Deferred, December 31, 1967

35,476.71

Exploration

General

Assays	44.00	
General field	18.19	
Government fees	2,230.00	
Staking	100.00	
Travel	180.00	
		2,572.19

Kenora

Assays	16.50	
Consulting	1,000.00	
Travel, transportation	520.85	
Engineering & geological expense	717.16	
General field	14.52	
Supplies	639.31	
Survey	1,500.00	
		4,408.34

French Narrows

Drilling	11,987.80	
Travel	26.00	
General field	150.00	
		12,163.80

Augibelle

Prospecting	400.00	
Government fees	20.00	
		420.00

Barraute

Assays	17.50	
Supplies	77.60	
Travel, transportation	256.02	
Wages	750.00	
Government fees	285.00	
		1,386.12

Recontre

Assays	718.97	
Consulting	2,800.00	
Drilling	59,205.13	
Supplies	16.28	
Travel, transportation	778.72	
Wages	2,616.25	
Drafting	292.50	
Engineering & geological expense	45.00	
General field	1,536.14	
		68,008.99

Dickins Township

Assays	36.00	
Government fees	82.50	
Travel	409.67	
Wages	120.00	
		648.17

Elnhirst

Government fees	73.50	89,681.11
		125,157.82

Less: general exploration to deficit

2,572.19

Deferred exploration, May 15, 1969

\$ 122,585.63

NORLEX MINES LIMITED

STATEMENT OF ADMINISTRATIVE EXPENDITURES

Sixteen and one half months period ending May 15, 1969

Income

Interest earned

2,662.93

Expenditures

Office expense	736.44	
General manager's fee	8,000.00	
Head office fee	4,800.00	
Office expense	800.00	
Stock transfer fees	9,700.14	
Shareholders' information	2,897.61	
Legal	4,928.75	
Insurance	142.00	
Listing fee	1,100.00	
Government fee	1,190.00	
Pension and medical	214.65	
Audit	1,175.00	
Travel	51.39	
Directors' fees	1,000.00	36,735.98
		<u>\$ 34,073.05</u>

STATEMENT OF DEFICIT

sixteen and one half months period ending May 15, 1969

Deficit, December 31, 1967		2,266,712.40
Add:		
Administration expenditures	34,073.05	
General exploration and development	<u>2,572.19</u>	<u>36,645.24</u>
		<u>\$2,303,357.64</u>

NORLEX MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

Sixteen and one half months period ending May 15, 1969

Source

Interest earned	2,663	
Sale of treasury shares	<u>100,000</u>	102,663

Application

Cost of mining claims	400	
Payments on options to purchase mining claims	1,500	
Purchase of field equipment	277	
Exploration and development expenditures	89,681	
Administrative expenditures	<u>36,736</u>	<u>128,594</u>

<u>Decrease in working capital</u>		25,931
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<u>Working capital beginning of period</u>		<u>72,127</u>
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<u>Working capital end of period</u>		<u>\$ 46,196</u>
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Approved by the Board

William R. Hopper Director

Robert J. Hopper Director

ENGINEER'S REPORT

NOTE-The following excerpts are from a report by Michael Zurowski, B.Sc., P.Eng., and by Frederick C. Knight, B.Sc., P.Eng., dated May 26th, 1969, on the Rencontre Lake molybdenite prospects located in the Fortune District, Newfoundland. A copy of this report is on file with The Toronto Stock Exchange.

SUMMARY

Norlex Mines Limited holds under option from Canadian Javelin Limited exclusive mineral exploration rights on certain lands in the Rencontre Lake area of Newfoundland.

The respective lands cover the south margins of a granite batholith, Paleozoic in age, which intrudes Cambrian quartzites and Ordovician volcanics.

Exploratory work on these mining lands, previous to their acquisition by Norlex Mines Limited, consisted of geological mapping, trenching, diamond drilling and a certain amount of underground development work. This work revealed the presence of five molybdenite bearing zones and presently known as the Motu, Ackley City, Crow Hill, Dunphey and Wylie Hill zones.

In reviewing the results of the aforementioned exploratory work, it was considered that the Ackley City and Wylie Hill molybdenite zones through further exploratory work, offered the better possibilities of developing in deposits of economic value.

In early September 1968, Norlex Mines Limited commenced a program of surface diamond drilling to evaluate the economic possibilities of the Ackley City and Wylie Hill deposits. A contract was entered into for the performance of a minimum of 5000 feet of diamond drilling.

Some 3,975 feet of core drilling in eleven holes have been completed on the Ackley City deposit and 1,158 feet of core drilling in four holes had been completed on the Wylie Hill deposit in this program as of May 26, 1969.

Results of the Ackley City program did not divulge the presence of an economic deposit although some interesting assay sections were obtained.

The second hole No. NLX-W-69-2 of the current Wylie Hill program currently in progress has returned an intersection averaging 0.345% MoS_2 across 64.8 continuous feet of core, or 0.17% MoS_2 across an expanded section of 144.8 continuous feet of core. The other holes NLX-W-69-1, some 200 feet to the north east and NLX-W-69-4, 600 feet to the northeast, did not reach the mineralized granite horizon, and NLX-W-69-3, located 400 feet to the north east, intersected weak mineralization and 57 feet of core has been sent for assay.

CONCLUSIONS AND RECOMMENDATIONS

The interesting results obtained in drill hole NLX-W-69-2 in the Wylie Hill area of the property is considered encouraging even in view of the failure of two additional holes located to the north east, to reach the mineralized horizon. A substantial amount of diamond drilling will be required in the general area to assess its economic potential.

In the present program at least seven additional holes for a total of 2000 feet of core drilling is recommended as a minimum commitment. Based on current rates, the cost of this program is estimated at \$36,000.00.

PROPERTY, ACCESS ETC.

Norlex Mines Limited, holds under option from Canadian Javelin Limited exclusive mineral exploration rights and the right to obtain upon application to the Government of Newfoundland a mining lease or leases covering the following lands:-

Lots 1 to 7 inclusive fee simple grants described in the Newfoundland Gazette, April 27, 1965 and tracts 57 to 64 inclusive, tracts 79 to 82 inclusive and tracts 88 to 90 inclusive of Section D, reference map 1-M-11, less lots 1 to 7 inclusive above, within lot 2 South of the Newfoundland and Labrador Corporation concession.

The above acreage is situated about four miles north of the settlement of Rencontre East on Belle Bay. The distance in a westerly direction from St. John's, Newfoundland to the subject acreage is about 115 miles.

Access to the property is best achieved by water transportation from the hamlet of Rencontre East.

HISTORY

A molybdenite discovery was recorded in the vicinity of Rencontre Lake about 1882. This prospect, or a similar one in the immediate area was explored by the Van Allan Mining Company for a four month period commencing October 1900.

Mining claims were staked on the prospects in 1910 and surface exploration including rock trenching was conducted. The prospects were examined in 1915 on behalf of American interests and on several occasions in the period from 1926 to 1934 by geologists on behalf of the Newfoundland Geological Survey.

The first serious exploratory program appears to have been conducted by Dana and Company Incorporated of New York who investigated the prospects between 1935 and 1937. Subsequently, acreage including lots 1 to 7 as described above were incorporated as Newfoundland Molybdenum Limited. During this period one of the mineral prospects (Ackley City) was explored with a series of rock trenches, an adit, winze to a depth of 60 feet and 650 feet of underground lateral development on two levels. Six short drill holes (700 feet) were completed on this deposit in 1944. (Item No. 4, Reference List).

Several studies and appraisals were made on the immediate area during the period 1944 to 1956. Caledon Minerals Company Limited obtained an option on the various prospects in 1958 and during the succeeding year that company completed twenty short drill holes on three separate prospects plus resistivity and bio-geochemical surveys over limited portions of the acreage. Norlex Mines Limited has conducted a program of exploratory diamond drilling during the latter part of 1968 and in 1969 to date.

An estimate of previous expenditures on the property is given as:

- | | |
|--|----------|
| 1) Prev. 1935 (estimated only) | \$15,000 |
| 2) Dana & Co. Inc. and Newfoundland Molybdenum Company 1935-1938 | 150,000 |
| 3) Geological Survey of Newfoundland (est. diamond drilling at \$5.00/foot (complete) 1944. | 3,500 |
| 4) Newfoundland and Labrador Corporation Limited 1953 to date. | \$29,500 |
| 5) Caledon Minerals Company Limited 1958 - 1959 (est. diamond drilling at \$8.00/foot complete). | 31,000 |
| 6) Norlex Mines Limited 1968 to present (est.) | 80,000 |

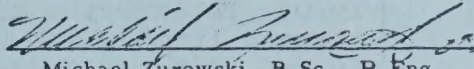
Est. total \$309,000

CERTIFICATE

I, Micharl Zurowski, of the City of Toronto, in the Province of Ontario, hereby certify:

1. That I am a Consulting Geological Engineer and reside at 299 Holmes Avenue, Willowdale, Ontario.
2. That I am a registered Professional Engineer of the Province of Ontario.
3. That I am a graduate of the University of Saskatchewan and hold a Bachelor of Science degree in Geological Engineering and that I have been practising my profession for the past 18 years. I am associated with the firm of M.E.M. Consultants Limited, Toronto, Ontario.
4. That I have no interest, either directly or indirectly, in the property or securities of Norlex Mines Limited and I do not expect to receive either directly or indirectly, any interest in the securities of the company.
5. That the accompanying report is based on intimate knowledge of the property gained through the position as Consulting Geologist in charge of all exploratory work performed by Norlex Mines Limited to date and upon review of the results of previous exploratory work conducted on the various molybdenite bearing zones. The property has been visited.
6. This certificate applies to lands held under the option from Canadian Javelin Limited located in the Rencontre Lake Area of Newfoundland.

DATED at Toronto, Ontario, this 26th day of May, 1969.

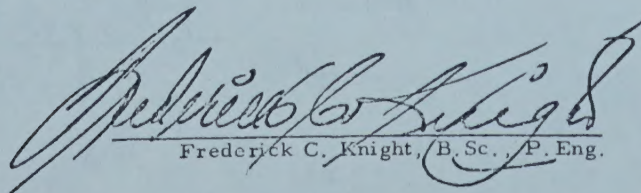

Michael Zurowski, B.Sc., P.Eng.

CERTIFICATE

I, Frederick C. Knight of the City of Toronto in the Province of Ontario, hereby certify that:

1. I am a practising Mining Engineer, residing at 78 Baby Point Crescent, Toronto, Ontario.
2. I am a graduate of Queen's University, Kingston, Ontario, and am a member of the Association of Professional Engineers of Ontario. I have been practising my profession for more than twenty years.
3. I have no interest either directly or indirectly, and I do not expect to receive any interest, either directly or indirectly, in the property covered in this report or in the securities of Norlex Mines Limited.
4. This report is based on a personal examination of the property on June 23, 1968, and on a study of reports and publications which are listed under the title of "References" which is incorporated into the report.
5. This certificate applies to acreage recorded as Lots 1 to 7 inclusive as described on pages 1 and 2, Newfoundland Gazette, April 27, 1965, and tracts 57 to 64 inclusive, 70 to 82 inclusive and 88 to 90 inclusive, Section D, Reference Map 1-M-11, Newfoundland.

DATED at Toronto, Ontario, this 26th day of May, 1969.


Frederick C. Knight, B.Sc., P.Eng.

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Canadian Javelin Limited, 100 Bronson Avenue, Ottawa, Ontario, may be considered as being able to materially affect control of the Company. The present directors of the Company may be in a position to materially affect control of the Company if they are able to secure proxies from the larger registered shareholders of the Company.						
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<table><tr><td><u>Security:</u></td><td><u>Cost:</u></td><td><u>Market:</u></td></tr><tr><td>4, 100 shares Titan Petroleum Corporation Limited</td><td>\$451</td><td>\$205</td></tr></table>	<u>Security:</u>	<u>Cost:</u>	<u>Market:</u>	4, 100 shares Titan Petroleum Corporation Limited	\$451	\$205
<u>Security:</u>	<u>Cost:</u>	<u>Market:</u>					
4, 100 shares Titan Petroleum Corporation Limited	\$451	\$205					
18. Brief statement of any lawsuits pending or in process against company or its properties.	None						
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	By agreement dated August 22, 1968, the Company acquired from Canadian Javelin Limited a working option on property in the Rencontre Lake area of Newfoundland. In consideration for the granting of the said option, the Company is to issue 350,000 treasury shares which, on the direction of Canadian Javelin Limited, are to be issued equally between Canadian Javelin Limited and Newfoundland and Labrador Corporation Limited. To continue the option, the Company must issue an additional 250,000 shares by November 30, 1969, whereupon the option continues in good standing until November 30, 1970. To exercise the option fully, the Company must issue a further 250,000 shares. Of the said shares to be issued, 10% are to be free and 90% are to be held in escrow subject to release only on the written consent of the Toronto Stock Exchange. In the event that said option is fully exercised by the Company, Canadian Javelin Limited will receive 10% of the net profits of production from the said property.						
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. The Shares of the Company are not in the course of primary distribution to the public.						

DATED May 27, 1969.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

NORLEX MINES LIMITED

"W. Plexman"

CORPORATE
SEAL

"G.D. Pattison"

**CERTIFICATE OF UNDERWRITER OR OPTIONEE
PURCHASER/OPTIONEE**

To the best of ^{our} ~~my~~ knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within ^{our} ~~my~~ knowledge, ^{we} ~~I~~ have relied upon the accuracy and adequacy of the information supplied to ^{us} ~~me~~ by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

C.J.V. HOLDINGS LIMITED

"H.A. Robinson"

"W.E. Gregory"

THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1213.
FILED, NOVEMBER 26th. 1964.

NORLEX MINES LIMITED

Full corporate name of Company
Incorporated under the laws of the Province of Ontario
by Letters Patent dated February 27th, 1945.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

Reference is made to previous
Filing Statement No. 1071, and
Amending Filing Statement No. 235.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	(1) Underwriting and optioning of treasury shares referred to in item 6. (2) Acquisition of mining claims referred to in item 11.
2. Head office address and any other office address.	Suite 509, 25 Adelaide Street West, Toronto, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	President and Director, S. A. PERRY, Apt. 712, 1 Benvenuto Place, Toronto 7, Ontario, Corporate Secretary and Professional Mining Executive. Vice-President and Director, G. D. PATTISON, 235 Dawlish Avenue, Toronto 12, Ontario, Corporate Secretary and Professional Mining Executive. Secretary-Treasurer and Director, R. D. BELL, 7 Hi Mount Drive, Willowdale, Ontario, Corporate Secretary and Professional Mining Executive. Director, LEO DEL VILLANO, Timmins, Ontario, Business Man and Mayor of Timmins. Director, W. E. ESSERY, 37 Elm Avenue, Apartment 3, Toronto, Ontario, Chartered Accountant. General Manager, WILLIAM PLEXMAN, 3 Stratheden Road, Toronto 12, Ontario, Mining Executive and Prospector.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized: 5,000,000 shares of the par value of \$1. each. Issued and Outstanding: 2,500,000
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	By Agreement dated November 20, 1964, Draper Dobie & Co. Limited, 25 Adelaide St. West, Toronto, Ontario, as Underwriter, acting on behalf of their clients referred to in item 7, agreed to purchase 400,000 shares of the Company at 15¢ per share payable within 3 business days of the date of acceptance for filing of this Filing Statement, such date of acceptance being hereinafter referred to as the "acceptance date", and in consideration of such Agreement to purchase, the Underwriter acting on behalf of said clients was granted options to purchase an additional 600,000 shares as follows: 200,000 shares at 20¢ per share exercisable within 3 months of the acceptance date; 200,000 at 25¢ per share exercisable within 6 months of the acceptance date and 200,000 at 30¢ per share within 9 months of the acceptance date.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	In entering into the agreement referred to in item 6, Draper Dobie & Company Limited was acting, with respect to the underwriting and options, solely on behalf of Marbill Corporation Limited, 3 Stratheden Road, Toronto, Ontario as to a 50% interest; on behalf of Antonic Mining and Holding Corporation Limited, 1162 St. Clair Avenue West, Toronto, Ontario, as to a 25% interest; and on behalf of Dobieco Limited, 25 Adelaide Street West, Toronto, Ontario as to a 25% interest. The only persons having a greater than 5% interest in the respective aforementioned clients are- as to Marbill Corporation Limited- William Plexman, 3 Stratheden Road, Toronto, Ontario; as to Antonic Mining and Holding Corporation Limited- August Mitto, Val d'Or, Quebec; and as to Dobieco Limited- G. W. Gooderham, H. W. Knight Sr. and H. W. Knight Jr., all of 25 Adelaide Street West, Toronto, Ontario.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	With respect to the 20 unpatented claims in Maizerets Township (see items 10 and 19) under option to the Company, it is planned to complete geophysical work currently in progress. Further development work will be dependent upon recommendation of the Company's technical consultants and costs pertaining thereto cannot accordingly be projected at the present time. It is planned to carry out additional geophysical work on the Company's 16 unpatented claims in Macdiarmid Township the cost whereof is estimated at \$4,000. Diamond drilling may follow dependent upon results obtained from such geophysical work. The Company's principal endeavours will be concentrated on the claims in Eldorado Township under option (See Schedule "A") and work will be carried out in implementation of the recommendations contained in the accompanying report of Lionel R. Simard, P.Eng., dated November 23rd, 1964. Monies accruing from the sale of shares as referred to in item 6 will be used for the foregoing purposes, to pay the monies due to Mr. Plexman in connection with the Company's option on the Eldorado Township Claims (Schedule "A") and for general administrative purposes. See Schedule "A" on page 2.

This is Schedule "A" referred to
in the annexed Filing Statement

The Company has entered into an Agreement dated November 23rd, 1964 with William Plexman (hereinafter referred to as "Plexman") 3 Stratheden Road, Toronto, Ontario, whereunder Plexman has assigned to the Company all of his interest under a certain agreement dated October 19th, 1964 between William Plexman and Leopold N. Hart, whereunder Mr. Hart granted to Plexman in consideration of the payment to Mr. Hart of \$5,000, an option of acquiring 10 mining claims in Eldorado Township, Ontario (hereinafter referred to as the "Mining Claims"), the same comprising patented Mining Claims TRP 24100, 24107-108-109 and 24218 to and including 24223, the same being recorded in the Land Titles Office at Haileybury, as Parcel Numbers 3263 to and including 3213, Register for Leaseholds, Temiskaming. In order to fully exercise said option a further sum of \$45,000 is payable to Mr. Hart as follows:- \$10,000 on or before June 19th, 1965; \$15,000 on or before October 19th, 1965; \$10,000 on or before January 19th, 1966 and \$10,000 on or before April 19th, 1966. It is further stipulated that to complete the exercise of said option, there shall be allotted and/or issued to Mr. Hart 200,000 fully paid and non-assessable share of the capital of a company either presently in existence or to be formed and which will acquire the Mining Claims provided that certificates representing 90% of said shares shall be held in escrow subject only to release on the written consent of such company and of such securities commissions and/or stock exchanges as may be designated from time to time by such company in order to meet the requirements of such securities commission or stock exchanges.

By said agreement of November 23rd, 1964 the Company has agreed to pay to Plexman the sum of \$5,000 (being in reimbursement of monies paid by Plexman to Mr. Hart as aforesaid) and reimburse Plexman for expenses incurred relative to his Agreement with Mr. Hart to be payable upon submission of authenticated vouchers and in any event not exceeding the sum of \$1,000.

FINANCIAL STATEMENTS

NORLEX MINES LIMITED
(INCORPORATED UNDER THE LAWS OF THE PROVINCE OF ONTARIO)

BALANCE SHEET

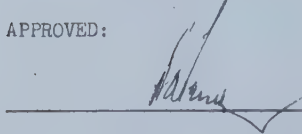
October 31, 1964


- ASSETS -

<u>Current assets</u>		
Cash		20,441.62
<u>Investments, at cost</u>		
Marketable securities (market value \$184.50) . . .	6,068.00	
Other securities (no quoted value)	<u>1.00</u>	6,069.00
<u>Fixed assets</u>		
Mining claims, at cost \$44,500.00 cash and \$167,250.00		
Attributed to 585,000 shares of capital stock issued		
for claims	211,750.00	
Other mining claims, reduced to nominal value . .	<u>1.00</u>	
Option on mining claims	<u>5,000.00</u>	216,751.00
<u>Deferred expenditures</u>		
Exploration and administrative expenditures, per statement		<u>130,930.12</u>
		<u>\$374,191.74</u>

- LIABILITIES -

<u>Shareholders' equity</u>		
<u>Capital stock:</u>		
Authorized, 5,000,000 shares with a par value of \$1.00 each		
Issued and fully paid 2,500,000 shares		2,500,000.00
Less: Discount thereon		<u>1,822,860.17</u>
		677,139.83
Contributed surplus		<u>1,448,559.32</u>
		2,125,699.15
<u>Deficit:</u>		
Balance, December 31, 1963	1,681,489.07	
Add Abandoned option on mining		
claims in Nevada	12,428.75	
Exploration expenditures		
thereon	<u>57,589.59</u>	<u>1,751,507.41</u>
		<u>374,191.74</u>
APPROVED:		<u>\$374,191.74</u>

 Director

 Director

NORLIX MINES LIMITED

DEFERRED EXPLORATION AND ADMINISTRATIVE EXPENDITURES

For the ten month period ended October 31, 1964

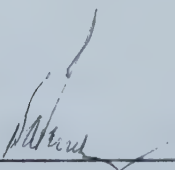
<u>Exploration expenditures</u>		
Balance, December 31, 1963		120,704.99
Additions during period		
Mason Mining District, Nevada		
Transportation	81.39	
Miscellaneous	<u>107.17</u>	188.56
Macdiarmid Township, Ontario		
Reports	350.00	
Equipment rentals	712.00	
Prospecting	1,700.00	
Transportation	1,528.40	
Miscellaneous	338.78	
Diamond drilling	12,726.00	
Surveys	3,073.00	
Consultants' fees and expenses . .	2,697.00	
Line cutting	<u>1,976.00</u>	25,101.18
General		
Consulting fees	3,000.00	
Transportation	295.38	
Licenses	500.00	
Taxes	447.93	
Miscellaneous	160.05	
Prospecting	<u>75.00</u>	<u>4,478.36</u>
		150,473.09
<u>Deduct</u>	Transfer to Deficit, expenditures on Mason Mining District, Nevada, abandoned	<u>57,589.59</u>
		92,883.50
<u>Administrative expenditures</u>		
Balance, December 31, 1963		28,481.12
Additions during period		
Head office administration	2,500.00	
Stock transfer expense	1,145.30	
Shareholders' information and annual report	4,250.71	
Stock exchange listing expenses . .	425.76	
Government fees and taxes	95.00	
Travel	671.60	
Directors' fees	375.00	
Miscellaneous	<u>102.13</u>	<u>9,565.50</u>
		<u>38,046.62</u>
<u>Total deferred expenditures</u>		<u>\$130,930.12</u>

NORLIX MINES LIMITED
STATEMENT OF SOURCE AND APPLICATION OF FUNDS

For the ten month period ended October 31, 1964

<u>Source of funds</u>		
Sale of capital stock, 400,000 shares at 15¢		60,000.00
<u>Application of funds</u>		
Purchase of mining claims, Macdiarmid township		20,000.00
Payment on option to purchase mining claims, Maizerets township		5,000.00
Exploration expenditures		
Mason Mining District Nevada	188.56	
Macdiarmid township	25,101.18	
General	<u>4,478.36</u>	29,768.10
Administrative expenditures	<u>9,565.50</u>	<u>64,333.60</u>
<u>Decrease in working capital during period</u>		<u>\$4,333.60</u>
<u>Decrease in working capital consists of</u>		
Working capital as at December 31, 1963		
Cash	28,569.97	
Accounts receivable	<u>112.36</u>	
	28,682.33	
<u>Less</u> Accounts payable	<u>3,907.11</u>	24,775.22
<u>Deduct</u>		
Working capital as at October 31, 1964		<u>20,441.62</u>
Cash		<u>\$4,333.60</u>

APPROVED:

 Director

 Director

ENGINEER'S REPORT

REPORT
on the property of
NORLEX MINES LIMITED
situated in
Eldorado Township - Porcupine Mining Division
Province of Ontario

PROPERTY, LOCATION, ACCESS, ETC.

The property in Eldorado Township, being acquired by Norlex Mines Limited, consists of 10 surveyed and patented claims comprising Nos. TRP 24100, 24107 to 24109 inclusive, 24218 to 24223 inclusive. They cover an area of 449.69 acres. They form a westerly trending block being two claims wide north-south by five claims long east-west.

The surface of the property is flat and largely covered by cedar swamp. Six small outcrop areas are known on the property. The claims lie about 12 miles almost due south of South Porcupine. They are most easily reached by helicopter many of which are based at Timmins 18 miles away. Alternatively, the property may be reached by road for six miles southerly from South Porcupine, thence by an old lumbering road passable by tractor or swamp-buggy. The property may also be reached via the Night Hawk River passing through the property of McWatters Gold Mines Limited which adjoins to the east. The Township line between Eldorado and Langmuir is the common boundary between the properties.

There is no published history of work on the property and it is thought that no work, other than surface pits and trenches was ever done. Such work was probably done because of interest in gold potential.

GEOLOGY

General

All the consolidated rocks in the area are Precambrian in age. They consist mainly of Keewatin volcanics with a general east-west strike. These include acidic to basic lavas, tuffs and agglomerates. Iron formation is present between the flows. A circular granitic mass about 3 miles in diameter lies to the north of the property. This is flanked to the south by broad to narrow peridotites and serpentinite which in places carry values in nickel. Acid porphyry and diabase dykes cut the other rocks in the area.

Property

As the consolidated rocks on the property are almost completely masked by overburden little is actually known of the geology. It is inferred that the rocks present on the McWatters ground continue westerly across the mutual boundary into the subject property. Magnetometer anomalies and electromagnetic conductors provide a basis for this inference.

Two mineralized showings are known on the property. A massive sulphide lens lies in the northern part of claim TRP-24222. The sulphides are pyrite and pyrrhotite. A channel sample across 3 feet of the exposed sulphides assayed 0.38% nickel. Because of overburden the width of the massive sulphides could not be determined. The zone may be from 10 to 100 feet wide. A second showing, in the northwest corner of claim TRP-24107 consists of pyrrhotite in rhyolite. The sulphides make up from 20% to 40% of the rock.

SUMMARY

The property lies in Eldorado Township some 12 miles almost due south of the town of South Porcupine. It adjoins, to the west, the property of McWatters Gold Mines Limited which is currently intersecting nickel mineralization in drill holes. On the latter, the strike of the formations is east-west and it is expected that they will continue onto the subject property. This is indicated also by geophysical evidence. One sample from the property returned .38% nickel from massive sulphides of unknown but probably considerable width.

CONCLUSIONS

The property is well situated in an area which has recently become of interest because of nickel mineralization and as such is worthy of serious investigation.

RECOMMENDATIONS

It is recommended that the property be investigated by geological mapping of the surface, geophysical surveys and diamond drilling.

It is estimated that the recommended program will cost as follows:

Geological survey	\$ 3,000.00
Geophysical Surveys	5,000.00
Diamond drilling 5,000 ft. @ \$5/ft.	25,000.00
	<u>\$33,000.00</u>

Because of onset of winter and snow coverage, the geological survey of the surface may not be possible until next summer. The other work could proceed immediately.

REFERENCES

1. Geology of the Keefer-Eldorado Area, Vol. XLVII, Pt. IV, 1938, Ontario Department of Mines, 1938.
2. Information in the files of Simard, Knight & Zurowski, 403 - 25 Adelaide St. W., Toronto 1, Ontario

Respectfully submitted,



Lionel R. Simard, M.Sc., P.Eng.

Toronto, Ontario
November 23rd, 1964

CERTIFICATE

I, Lionel R. Simard, of the City of Toronto, Province of Ontario, hereby certify as follows:

1. That I am a practising Geologist with offices at Suite 403, 25 Adelaide St. West, Toronto, Ontario.
2. That I am a graduate of Manitoba University with the degree of B.Sc., and have received the degree of M.Sc. from McGill University. I am a member of the Association of Professional Engineers of the Province of Ontario.
3. That I have no interest either directly or indirectly, and I do not expect to receive any interest either directly or indirectly, in the property covered in this report or in the securities of Norlex Mines Limited.
4. That the accompanying report is not based on a personal examination of the property made for this purpose but is based on personal knowledge of the area gained over many years, on information from government reports and on unpublished information in the files of our mining consulting organization.

DATED at Toronto, Ontario this 23rd day of November, 1964.



Lionel R. Simard, M.Sc., P.Eng.

10. Brief statement of company's chief development work during past year.	Line cutting and an electromagnetic and magnetometer survey have been carried out on the 16 unpatented claims held by the Company in Macdiarmid Township, Timmins, Ontario. In addition 4 holes were diamond drilled to a total footage of some 2296 feet without encountering mineralization of economic significance. Such development work aforesaid cost some \$24,954. Geophysical work is currently in progress on the 20 unpatented mining claims in Maizerets Township, Quebec, which are optioned to the Company (see item 19).										
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	See Schedule "A" on page 2.										
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	So far as the Company is aware no person or company has received or is entitled to receive a greater than 5% interest in the share or other consideration received or to be received by Plexman. With reference to the consideration received or to be received by Hart so far as the Company is aware the only person who has received or is entitled to receive a greater than 5% interest therein is George W. Williamson, 1305 Festavon Court, Port Credit. With reference to the agreement with Mr. Mitto referred to in item 19, so far as the Company is aware no person or company has received or is entitled to receive a greater than 5% interest in any consideration accrued or accruing to Mr. Mitto.										
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement	Certificates representing 270,000 shares of the Company are presently held in escrow subject to release only on the written consent of the Toronto Stock Exchange.										
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	August Mitto, Val d'Or, Quebec - 270,000										
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table><tr><td>Bernette Corporation Limited Toronto,</td><td>349,950 (1)</td></tr><tr><td>August Mitto, Val d'Or, Quebec.</td><td>270,000 (11)</td></tr><tr><td>Draper Dobie & Company Limited, Toronto.</td><td>169,250 (1)</td></tr><tr><td>Waite Reid & Company Limited, Toronto.</td><td>164,500 (1)</td></tr><tr><td>Doherty Roadhouse & McCuaig Bros., Toronto.</td><td>127,780 (1)</td></tr></table> (1) beneficial ownership not known. (11) escrowed shares believed to be beneficially owned.	Bernette Corporation Limited Toronto,	349,950 (1)	August Mitto, Val d'Or, Quebec.	270,000 (11)	Draper Dobie & Company Limited, Toronto.	169,250 (1)	Waite Reid & Company Limited, Toronto.	164,500 (1)	Doherty Roadhouse & McCuaig Bros., Toronto.	127,780 (1)
Bernette Corporation Limited Toronto,	349,950 (1)										
August Mitto, Val d'Or, Quebec.	270,000 (11)										
Draper Dobie & Company Limited, Toronto.	169,250 (1)										
Waite Reid & Company Limited, Toronto.	164,500 (1)										
Doherty Roadhouse & McCuaig Bros., Toronto.	127,780 (1)										
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	The present Directors are in a position to materially affect control of the Company if they are able to secure proxies from the larger registered shareholders of the Company.										
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value	<table><tr><td><u>Security</u></td><td><u>Cost</u></td><td><u>Market</u></td></tr><tr><td>4,100 shares Titan Petroleum Corporation Ltd.</td><td>6,068.00</td><td>184.50</td></tr><tr><td>200,000 shares Alaska Canadian Mining and Exploration Co. Limited</td><td>1.00</td><td>nil</td></tr></table>	<u>Security</u>	<u>Cost</u>	<u>Market</u>	4,100 shares Titan Petroleum Corporation Ltd.	6,068.00	184.50	200,000 shares Alaska Canadian Mining and Exploration Co. Limited	1.00	nil	
<u>Security</u>	<u>Cost</u>	<u>Market</u>									
4,100 shares Titan Petroleum Corporation Ltd.	6,068.00	184.50									
200,000 shares Alaska Canadian Mining and Exploration Co. Limited	1.00	nil									
18. Brief statement of any lawsuits pending or in process against company or its properties.	None										
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	Pursuant to an Agreement dated August 27th, 1964 between the Company and August Mitto, Val d'Or, Quebec in consideration of the payment of the sum of \$5,000., the Company has been granted a working option on 20 unpatented mining claims located in Maizerets Township, Quebec, consisting of claims 1 and 2 recorded on Miner's Certificates 215549-550 and 217001-002, and claims 1 to 4 inclusive recorded on Miner's Certificates 217003-004 and 217006. In order to fully exercise its option of acquiring said mining claims the Company must pay to the Optionor the additional sum of \$45,000 payable as to \$5,000 by February 27, 1965, \$5,000 by May 27, 1965, \$15,000 by August 27, 1965 and \$20,000 by November 27, 1965 (all of such payments being payable only at the option of the Company). Additionally, if the said option is exercised, the Company is to enter into an agreement with the Optionor whereby he shall be entitled to receive the sum of 10¢ for each ton of material taken from the mining claims and milled.										
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts to report. The treasury shares of the Company included in the aforementioned underwriting and option agreement when issued will be in primary distribution to the public.										

CERTIFICATE OF THE COMPANY

DATED November 24th, 1964

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

NORLEX MINES LIMITED
 "S.A. Perry" By: [Signature] CORPORATE SEAL
 "R.D. Bell" [Signature] President

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

DRAPER DOBIE & CO. LIMITED
 "G.W. Gooderham" By: [Signature]
 "D.J. Coulter" [Signature]

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1374.
FILED, NOVEMBER 19th, 1965.

NORLEX MINES LIMITED

Full corporate name of Company

Incorporated under the laws of the Province of Ontario by Letters Patent dated February 27th, 1945.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

Reference is made to previous Filing Statement No. 1213.

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Acquisition of working option on mining claims referred to in item 11.
2. Head office address and any other office address.	Suite 509, 25 Adelaide Street West, Toronto, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p>WILLIAM PLEXMAN, Mining Executive and Prospector, 3 Stratheden Road, Toronto, Ontario, President, Director and General Manager.</p> <p>S.A. PERRY, Corporate Secretary and Professional Mining Executive, 1 Benvenuto Place, Toronto, Ontario, Vice-President and Director.</p> <p>G. D. PATTISON, Corporate Secretary and Professional Mining Executive, R.R. No. 2, Aurora, Ontario, Secretary-Treasurer and Director.</p> <p>R.D. BELL, Corporate Secretary and Professional Mining Executive, 7 Hi Mount Drive, Willowdale, Ontario, Assistant Secretary-Treasurer and Director.</p> <p>W. E. ESSERY, Chartered Accountant, 37 Elm Avenue, Apartment 3, Toronto, Ontario, Director.</p>
4. Share capitalization showing authorized and issued and outstanding capital.	<p>Authorized: 5,000,000 shares of the par value of \$1.00 each</p> <p>Issued and Outstanding: 3,100,000</p>
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	<p>By Agreement dated November 2nd, 1965, as amended by Agreement made as at November 11th, 1965 referred to in item 11, the Company agreed to allot and issue to Cumming Burton and/or his nominees by December 2nd, 1967, 350,000 fully paid and non-assessable shares of the capital stock of the Company, certificates representing 90% of such shares to be held in escrow subject to release on the consent of the Toronto Stock Exchange. Under the said agreements the Company also granted to the said Cumming Burton an exclusive option to purchase all or any part of 200,000 treasury shares of the capital stock of the Company at a price of 15¢ per share, such shares to be purchasable on the following basis:</p> <p>10,000 shares forthwith upon the approval by the Toronto Stock Exchange of the Agreement as amended;</p> <p>20,000 shares if the option payment of \$10,000.00 to be paid by June 2nd, 1966 is made by the Company;</p> <p>30,000 shares if the option payment of \$15,000.00 to be paid by December 2nd, 1966 is made by the Company;</p> <p>60,000 shares if the option payment of \$30,000.00 to be paid by June 2nd, 1967 is made by the Company;</p> <p>80,000 shares if the option payment of \$40,000.00 to be paid by December 2nd, 1967 is made by the Company.</p>
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	The Company is advised that the 200,000 shares optioned to Cumming Burton referred to in Item 6 will be held by a company to be incorporated, the shares of which will be equally held by Cumming Burton, A.S. Burton and Martin Burton, all of 352 Howie Drive, Sudbury, Ontario.

8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company intends to examine and explore the mining claims referred to in item 11 in accordance with the recommendations of D. C. McKechnie, P. Eng., whose report dated November 6th, 1965 accompanies this statement.
10. Brief statement of company's chief development work during past year.	The Company carried out development work on the ten claims optioned by it in Eldorado Township, Ontario, at a cost of \$30,166.91, at the conclusion of which the option was dropped. The Company also drilled one hole on the border of its property in MacDiarmid Township in conjunction with Silver Man Mines Limited at a cost to the Company of \$1,541.00.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	<p>By agreement dated November 2nd, 1965 as amended by agreement made as at November 11th, 1965 the Company acquired an option from Mr. Cumming Burton subject to the approval of the Toronto Stock Exchange to purchase 9 patented mining claims in the Township of Rathbun in the Sudbury Mining Division, Province of Ontario, for the sum of \$100,000.00 payable as follows:</p> <p style="padding-left: 40px;">\$ 5,000.00 paid on the execution of this agreement; \$10,000.00 by June 2nd, 1966; \$15,000.00 by December 2nd, 1966; \$30,000.00 by June 2nd, 1967; \$40,000.00 by December 2nd, 1967;</p> <p>together with 350,000 fully paid and non-assessable shares of the capital stock of the Company of which 90% will be held in escrow subject to release on the consent of the Toronto Stock Exchange. In addition, the Company granted Mr. Cumming Burton an exclusive option to purchase all or any part of 200,000 treasury shares of the capital stock of the Company at a price of 15¢ per share upon certain terms and conditions. Reference is made to item 6.</p>
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Cumming Burton, A.S. Burton and Martin Burton are the only persons who will receive a greater than 5% interest in the shares referred to in item 11. Reference is also made to item 7.
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	nil
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	nil

FINANCIAL STATEMENTS

NORLEX MINES LIMITED
(Incorporated under the laws of the Province of Ontario)

BALANCE SHEET

October 31, 1965

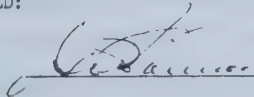
- ASSETS -


<u>Current assets</u>		
Cash	46,982.24	
Accrued interest receivable	<u>361.45</u>	47,343.69
<u>Investments, at cost</u>		
Marketable securities	451.00	
Other securities (no quoted value).	<u>1.00</u>	452.00
<u>Fixed assets</u>		
Mining claims, at cost 41,774.52 cash and 167,250.00 attributed to 585,000 shares of capital stock issued for claims		209,024.52
<u>Deferred expenditures</u>		
Exploration and administrative expenditures, per statement.		<u>173,068.48</u>
		<u>429,888.69</u>

- LIABILITIES -

<u>Current liabilities</u>		
Accounts payable.		50.00
<u>Shareholders' equity</u>		
<u>Capital stock:</u>		
Authorized, 5,000,000 shares with a par value of \$1.00 each		
Issued and fully paid 3,100,000 shares	3,100,000.00	
Less Discount thereon.	<u>2,322,860.17</u>	
	777,139.83	
Contributed surplus	<u>1,448,559.32</u>	
	2,225,699.15	
Deficit	<u>1,795,860.46</u>	429,838.69
		<u>429,888.69</u>

APPROVED:

 Director

 Director

DEFERRED EXPLORATION AND ADMINISTRATIVE EXPENDITURES

For the ten month period ended October 31, 1965

<u>Exploration expenditures</u>		
Balance, December 31, 1964		100,122.17
<u>Elcadorado Township, Ontario</u>		
Assays.	873.41	
Supplies.	41.63	
Engineering	765.92	
Transportation.	257.82	
Diamond drilling.	22,700.61	
Maps and prints	31.97	
Consultants' fees and expenses.	5,295.00	
Postage, telephone and telegraph.	<u>200.55</u>	30,166.91
<u>MacDiarmid Township, Ontario</u>		
Diamond drilling.	1,187.50	
Consulting.	337.50	
Transportation.	12.00	
Government fees	<u>4.00</u>	1,541.00
<u>General</u>		
Grubstake	500.00	
Government fees	664.50	
General manager's salary.	<u>5,000.00</u>	6,164.50
		137,994.58
<u>Administration expenditures</u>		
Balance, December 31, 1964		29,807.21
Listing	100.00	
Stock transfer.	990.28	
Audit	50.00	
Annual report	903.88	
Head office administration.	2,500.00	
Postage, telephone and telegraph.	87.43	
Government fees	100.00	
Rent.	675.00	
Directors' fees	350.00	
Travel.	475.84	
Sundry.	<u>9.90</u>	
	6,142.33	
Less Interest earned	<u>875.64</u>	2,266.69
		35,073.90
<u>Total deferred expenditures</u>		<u>173,068.48</u>

NORLEX MINES LIMITED

STATEMENT OF DEFICIT

For the ten month period ended October 31, 1965

Balance, December 31, 1964	1,785,860.46
<u>Add</u>	
Cost of options on mining claims, allowed to expire	<u>10,000.00</u>
Balance, October 31, 1965	<u><u>1,795,860.46</u></u>

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

For the ten month period ended October 31, 1965

Source of funds

Capital stock issued, 200,000 shares @ 20¢ per share	40,000.00
	40,000.00
Decrease in working capital	<u>3,913.62</u>
	<u><u>43,913.62</u></u>

Application of funds

Staking of mining claims	774.52
Exploration expenditures	37,872.41
Administrative expenditures	<u>5,266.69</u>
	<u><u>43,913.62</u></u>

Decrease in working capital consists of

Working capital as at December 31, 1964		
Cash	65,297.47	
Advance	<u>750.00</u>	
	66,047.47	
<u>Less</u> Accounts payable	<u>14,840.16</u>	51,207.31
<u>Deduct</u>		
Working capital as at October 31, 1965		
Cash	46,982.24	
Accrued interest receivable	<u>361.45</u>	
	47,343.69	
<u>Less</u> Accounts payable	<u>50.00</u>	<u>47,293.69</u>
		<u><u>3,913.62</u></u>

APPROVED:

[Signature] Director

[Signature] Director

C E R T I F I C A T E

We, the undersigned R. D. BELL and W. E. ESSERY,
being Directors of NORLEX MINES LIMITED, do hereby certify
that there has been no material change in the financial
affairs of the Company during the period from October 31, 1965
to November 11, 1965.

[Signature]
Director

[Signature]
Director

Toronto, Ontario,
November 11, 1965.

ENGINEER'S REPORT

Note - The following are excerpts from a report by D.G. McKechnie, P.Eng., dated November 6th, 1965, on mining claims located in Rathbun Township, Sudbury Mining Division, Ontario. A complete copy of this report is on file with the Toronto Stock Exchange.

INTRODUCTION

This property of nine unpatented mining claims is 26 miles north-east of Sudbury, Ontario, and was examined by the writer on November 5th, 1965.

On Claim S-127019, a few feet east of the south-east end of McLaren's Lake, is the collar of an apparently shallow shaft that was probably sunk some 50 to 60 years ago. On the rock dump, and intermixed with pieces of the gabbro country rock, are many fragments and larger pieces of massive high grade chalcopyrite and pyrrhotite ore, which, in addition to showing a high copper content and some nickel, contain an important amount of platinum and palladium with small amounts of gold and silver.

A limited amount of diamond drilling has been done on both sides of the shaft section, for a distance of several hundred feet each way. This drilling has been done along the greywacke-gabbro contact. The results of the drilling are not known to the writer.

During the summer of 1965, the owners of the property carried on a magnetic survey, to the north of the shaft and along the low ground immediately to the east of McLaren's Lake.

SUMMARY

This preliminary geophysical work showed a magnetically anomalous zone for a length of about 1,200 feet, under the low ground east of the lake, included in which are two sections of higher magnetic reading along a combined length of 600 feet. This magnetic zone is on the northern projection of a topographic low, traversing the gabbro, in a southerly direction some 450 feet north-east of the shaft, which is suggestive of a northerly striking shear zone or fault.

Some 300 feet south-west of the shaft, an area of low ground extends southward from the end of the lake, which is again suggestive of a zone of shearing possibly present under the waters of the lake.

CONCLUSIONS

An examination of the ground shows the possible presence of shear zones along the east side of, and in the central part of McLaren's Lake. The magnetic anomaly present on the east side of the lake suggests at least possible pyrrhotite mineralization. As shown by the high grade and massive and disseminated copper, nickel, platinum and palladium ore on the rock dump, a favourable type of mineralization is present in the vicinity. The writer is of the opinion that further exploration work is well warranted, particularly in the area to the north of the shaft and under the waters of the lake and low ground on the east side.

RECOMMENDATIONS

The writer recommends that further geophysical work be done to cover the area included in the southern part of McLaren's Lake and the low ground along the east side of the lake. This work would include

RECOMMENDATIONS (cont'd)

further magnetic work when the ice forms on the lake and should be combined with either an induced polarization and resistivity survey or an electromagnetic survey, or both. Any favourable indication could then be followed by diamond drilling. The direct cost of such a program, including 2,000 to 2,500 feet of drilling would cost about \$20,000.00.

PREVIOUS WORK

Apparently the shaft work was done in the early part of the century. In 1953 and 1954 Dolmac Mines Limited conducted a drill program in the vicinity of the shaft and along the gabbro-greywacke contact zone, the results of which work are not known to the writer.

The presently proposed program is designed to explore the area in the sedimentary rocks lying to the north of the shaft area and largely covered by the waters of McLaren Lake and the low ground to the east of the lake.

Respectfully submitted.

D. C. McKechnie
D. C. McKechnie, P. Eng.

185 McNaughton St.
Sudbury, Ontario.
November 6th, 1965.



CERTIFICATE OF QUALIFICATION

I, DONALD C. McKECHNIE, of the City of Sudbury, in the Province of Ontario, Canada, HEREBY CERTIFY:

1. THAT I am a Mining Engineer and Geologist and reside in the City of Sudbury, Canada.
2. THAT I am a graduate of the University of British Columbia (1920) in Mining Engineering, and have been practising my profession for the past 43 years, and that I am a member of the Association of Professional Engineers of Ontario.
3. THAT I have no direct or indirect interest in the property of Norlex Mines Limited, in Rathbun Township, Ontario, nor do I expect to receive any interest either directly or indirectly in the property or in the securities of the company holding the property.
4. THAT the accompanying report dated November 6th, 1965 is based on a personal examination of the property on November 5th, 1965.

D. C. McKechnie
D. C. McKechnie, P. Eng.

185 McNaughton St.
Sudbury, Ontario,
November 6th, 1965.



15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Draper, Dobie & Company Limited, 25 Adelaide Street West, Toronto. 592,450 Bernette Corporation Limited, 121 Richmond Street West, Toronto, Ont. 213,750 Doherty Roadhouse & McCuaig Bros., 335 Bay Street, Toronto, Ont. 171,710 Davidson & Company, 25 Adelaide Street West, Toronto, Ontario 150,200 August Mitto, P.O. Box 62, Val d'Or, Quebec 114,500 The Company is not aware as to the beneficial owners of the above shares.						
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	The present Directors are in a position to materially affect control of the Company if they are able to secure proxies from the larger registered shareholders of the Company.						
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<table><tr><td><u>Security:-</u></td><td><u>Cost:-</u></td><td><u>Market:-</u></td></tr><tr><td>4,100 shares Titan Petroleum Corporation Limited</td><td>\$ 451.00</td><td>7-8¢</td></tr></table>	<u>Security:-</u>	<u>Cost:-</u>	<u>Market:-</u>	4,100 shares Titan Petroleum Corporation Limited	\$ 451.00	7-8¢
<u>Security:-</u>	<u>Cost:-</u>	<u>Market:-</u>					
4,100 shares Titan Petroleum Corporation Limited	\$ 451.00	7-8¢					
18. Brief statement of any lawsuits pending or in process against company or its properties.	None						
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None						
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. No shares of the Company are in the course of primary distribution to the public.						

CERTIFICATE OF THE COMPANY

DATED November 11th, 1965

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"G.D. Pattison"

"W.E. Essery"

NORFOLK LINES LIMITED

By: [Signature]

CORPORATE
SEAL

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1578.
FILED, OCTOBER 27th, 1967.

NORLEX MINES LIMITED

Full corporate name of Company

Incorporated under the laws of the Province of Ontario
by Letters Patent dated February 27th, 1945.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

Reference is made previous to
Filing Statement No. 1522.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed reorganization.)

<p>1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.</p>	<p>Working Option Agreement between the Company and Kerr Addison Mines Limited.</p> <p>Amendment of Fortier Agreement.</p> <p>See Schedule "A" for full particulars as to the foregoing. (See schedule "A" on page 3.)</p> <p>The Working Option Agreements between the Company and Canadian Javelin Limited, referred to in Filing Statement No. 1522 filed January 26th, 1967 and relating to the Company's Whitefish Bay Claims and Pifer and Elmhirst Claims have both been terminated.</p>
<p>2. Head office address and any other office address.</p>	<p>Suite 509, 25 Adelaide Street West, Toronto, Ontario.</p>
<p>3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.</p>	<p>WILLIAM PLEXMAN, Mining Executive, and Prospector, 3 Strathallan Road, Toronto, Ontario, President, Director and General Manager.</p> <p>G. D. PATTISON, C. A., Corporate Secretary and Professional Mining Executive, R. R. #2, Aurora, Ontario, Vice-President and Director.</p> <p>R. D. BELL, C. A., Corporate Secretary and Professional Mining Executive, 7 Hi Mount Drive, Willowdale, Ontario, Secretary-Treasurer and Director.</p> <p>S. A. PERRY, F. C. I. S. Corporate Secretary and Professional Mining Executive, 1 Benvenuto Place, Toronto, Ontario, Director.</p> <p>J. P. BRISBOIS, C. A., 134 Braemer Avenue, Toronto, Ontario, Assistant Secretary-Treasurer and Director. From July, 1967 to date Chartered Accountant with Perry-Pattison Limited, and from August, 1966 to June, 1967 with Thorne, Gunn, Helliwell & Christensen. Prior thereto Student with Thorne, Gunn, Helliwell & Christensen and predecessor company.</p>
<p>4. Share capitalization showing authorized and issued and outstanding capital.</p>	<p>Authorized capital of the Company consists of 5,000,000 shares of the par value of \$1 each of which 4,000,000 shares are issued and outstanding as fully paid and non-assessable.</p>
<p>5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.</p>	<p>None</p>
<p>6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.</p>	<p>None</p>

<p>7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.</p>	<p>not applicable</p>
<p>8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.</p>	<p>none</p>
<p>9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.</p>	<p>The Company does not presently plan development work on any of its properties and in particular on the Elmhirst and Pifher claims since same are optioned to Kerr Addison and as particularized in Schedule "A" attached. The Company proposes to implement and pursue a general exploration program. Monies in the Company's treasury will be used for such purpose and for general administrative expenses. See Schedule "A" on page 3.</p>
<p>10. Brief statement of company's chief development work during past year.</p>	<p>WHITEFISH BAY AREA - General exploration work carried out by the Company for a cost of \$4,271. Exploration work also carried out by Canadian Javelin Limited pursuant to working option agreement.</p> <p>ELMHIRST AND PIFHER TOWNSHIP CLAIMS - Diamond drilling and geophysical work carried out by the Company for a total of \$14,232. Development work also carried out by Canadian Javelin Limited pursuant to a working option agreement which has lapsed. Reference is made to extracts from the accompanying Report of Michael Zurowski, Geological Engineer, dated September 29th, 1967, for particulars of development work carried out by the Company and Canadian Javelin Limited which basically consisted of drilling 19 holes for a total footage of some 7,513 feet.</p> <p>GENERAL EXPLORATION - The Company also carried out general exploration work in the French Narrows Area and elsewhere at a cost of \$4,675.</p>
<p>11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.</p>	<p>See Schedule "A" annexed for particulars of the working option agreement between the Company and Claude Fortier.</p> <p>Pursuant to Agreement dated April 1st, 1967 the Company paid \$3,000 to August Mitto Val d'Or, Quebec, and in consideration whereof the Company was granted a working option valid until March 1st, 1968 to acquire 16 unpatented mining claims in the Whitefish Bay Area of the Province of Ontario and comprising claims K38303 to and including K38318. To exercise this option the Company is to incorporate a new mining company with an authorized capital of 3,000,000 shares to acquire these mining claims and Mr. Mitto is entitled to receive 300,000 vendor's shares of which 90% are to be escrowed.</p>
<p>12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.</p>	<p>With reference to the agreement between the Company and Mr. Fortier referred to in item 11, the Company is not aware of any person or company who has received or is entitled to receive from Mr. Fortier a greater than 5% interest in the consideration accruing to him.</p> <p>The Company is not aware of any person or company who has received or is entitled to receive a greater than 5% interest in the consideration which has accrued or may accrue to Mr. Mitto.</p>

This is Schedule "A" referred to
in the annexed Filing Statement of
NORLEX MINES LIMITED

The Company has entered into an agreement dated September 7th, 1967 with Kerr Addison Mines Limited ("Kerr Addison"), 44 King Street West, Toronto, Ontario, whereunder the Company in consideration of the payment to it of the sum of \$2,500 has granted to Kerr Addison an option with respect to 36 unpatented mining claims (hereinafter referred to as the "Mining Claims") owned and optioned by the Company lying in Pifher and Elmhirst Townships, Ontario, of which 22 Mining Claims are owned by the Company bearing numbers, T B 129294, 129298, 130673 to 130677, 128018 to 128021, 128023, 128026, 130680, 130682, 130683, 130685, 130686, 130688 and 130689 and 14 unpatented Mining Claims under option to the Company (such option has been amended) bearing numbers T128006 to 128008, 128016, 128017, 128033 to 128039, 128040 and 128041. Kerr Addison has agreed if possible to stake three mining claims to be added to the aforementioned 36 Mining Claims. During the currency of the working option Kerr Addison shall have exclusive possession of the Mining Claims and to keep the option in good standing Kerr Addison is to make the following option payments:- \$5,000 on or before December 1st, 1967; \$7,500 on or before April 1, 1968; \$10,000 on or before October 1st, 1968; \$25,000 on or before April 1st, 1969 and \$50,000 on or before October 1st, 1969 and in addition on or before October 1st, 1969 Kerr Addison is to cause a new company (Newco) to be incorporated with an authorized capital divided into 3,000,000 shares and Newco is to acquire the Mining Claims, allotting 350,000 shares of its capital stock to Norlex and 650,000 shares of its capital stock to Kerr Addison. In addition Newco is to pay to Kerr Addison all monies in excess of \$200,000 expended by it in connection with the Mining Claims prior to the incorporation of Newco, the same to be payable out of 75% of the first operating profits of Newco. Operating Profits are deemed to mean the excess of gross earnings over expenses of operation other than non-cash charges, on a properly drawn revenue account, and as determined by Newco's auditors. Kerr Addison has a further option to purchase from Newco up to 1,125,000 of its capital stock at 1/10¢ per share for expenditures made by Kerr Addison from the date of the agreement but up to a maximum expenditure of \$200,000 as follows:- For every 10¢ expended on the Mining Claims to the extent of the first \$40,000 so expended, the right to purchase one share of Newco at the price of 1/10¢ per share; for every 15¢ so expended to the extent of the next \$30,000 so expended, the right to purchase one share of Newco at the price of 1/10¢ per share; for every 20¢ so expended to the extent of the next \$40,000 so expended, the right to purchase one share of Newco at the price of 1/10¢ per share; for every 25¢ so expended to the extent of the next \$50,000 so expended, the right to purchase one share of Newco at the price of 1/10¢ per share; for every 30¢ so expended to the extent of the next \$30,000 so expended, the right to purchase one share of Newco at the price of 1/10¢ per share; for every 40¢ so expended to the extent of the next \$10,000 so expended, the right to purchase one share of Newco at the price of 1/10¢ per share. Norlex has the privilege of purchasing 150,000 of said shares from Kerr Addison for a total purchase price of \$1.00. The agreement contains a force majeure clause and other miscellaneous operative provisions.

The Company has also agreed with Kerr Addison that it will maintain its option on the aforementioned 14 mining claims in good standing. This option arises under an agreement between the Company and Claude Fortier, Val d'Or, Quebec, which agreement bears date September 24, 1966 as amended by agreement dated September 6th, 1967. The Company has paid to Mr. Fortier the sum of \$17,000 and issued to him 100,000 shares of its capital stock. In order to fully exercise the option \$10,000 is payable and 50,000 shares of the Company are to be issued to Mr. Fortier, on or before March 24th, 1968 and a further \$23,000 payable on or before September 24, 1968.

FINANCIAL STATEMENTS

NORLEX MINES LIMITED
(Incorporated under the laws of the Province of Ontario)

BALANCE SHEET

September 30, 1967

- ASSETS -

<u>Current assets</u>		
Cash	12,378.78	
Deposit receipt with chartered bank . .	50,000.00	
Accounts receivable (see note)	14,831.79	
Advances for field expenses	<u>1,750.97</u>	78,961.54
<u>Investments</u>		
Marketable securities, at written down value (market value \$328)		451.00
<u>Fixed assets</u>		
Mining claims at cost	69,102.00	
Payment on option to purchase mining claims	<u>45,000.00</u>	
	114,102.00	
Field equipment, at cost	<u>1,500.00</u>	115,602.00
<u>Deferred expenditures</u>		
Exploration and administrative expenditures, per statement	123,631.49	
Participation in grubstake	<u>1,500.00</u>	125,131.49
		<u>\$320,146.03</u>

- SHAREHOLDERS' EQUITY -

<u>Capital stock</u>		
Authorized:		
5,000,000 shares, par value \$1.00 each		
Issued and fully paid:		
3,500,000 shares at December 31, 1966	3,500,000.00	
Less: Discount	<u>2,654,860.17</u>	845,139.83
400,000 shares issued in 1967 for cash	400,000.00	
100,000 shares issued in 1967 for property	<u>100,000.00</u>	
	500,000.00	
Less: Discount	<u>375,000.00</u>	125,000.00
<u>4,000,000</u>		<u>970,139.83</u>
<u>Contributed surplus arising from the reduction of capital stock on February 27, 1963</u>		
	1,448,559.32	
	<u>2,418,699.15</u>	
<u>Deficit - per statement</u>	<u>2,098,553.12</u>	320,146.03
		<u>\$320,146.03</u>

APPROVED: W. J. P. P. Director

R. L. H. Director

NORLEX MINES LIMITED

NOTE TO FINANCIAL STATEMENT

September 30, 1967

The amount of \$13,964.79 is receivable from Canadian Javelin Limited, and the balance of the account is made up of amounts receivable through the normal course of business.

NORLEX MINES LIMITED

STATEMENT OF DEFERRED EXPLORATION AND ADMINISTRATIVE EXPENDITURES

For the nine month period ended September 30, 1967

<u>Exploration</u>		
<u>Whitefish Bay area, Manross Township, Ontario</u>		
Government fees and taxes	86.25	
Travel expense	472.55	
Supplies	27.09	
Consulting	512.75	
Sundry	172.24	
General exploration	<u>3,000.00</u>	4,270.88
<u>Elmhirst and Pifher Townships, Ontario</u>		
Diamond drilling	6,581.29	
Government fees and taxes	102.50	
Assays	85.50	
Consulting	1,540.00	
Postage, telephone and telegraph	388.54	
Supplies	1,074.21	
Rentals	925.00	
Engineering	50.00	
Reports	575.00	
Sundry	132.07	
Travel	277.81	
General exploration	<u>2,500.00</u>	14,231.92
<u>French Narrows area, Ontario</u>		
Wages	500.00	
Diamond drilling	1,701.08	
Consulting	100.00	
Engineering	1,000.00	
Travel expense	65.30	
Sundry	<u>27.60</u>	3,393.98
<u>Other properties</u>		
Travel expense	920.02	
Government fees and taxes	105.00	
Sundry	86.96	
Assays	<u>167.00</u>	1,278.98
General Manager's salary		4,500.00
Administrative (Schedule 'A')		<u>8,071.69</u>
Total expenditures for period		35,747.45
Balance deferred, December 31, 1966		<u>124,398.11</u>
		160,145.56
<u>Deduct: Expenditures incurred on mining claims abandoned - written off to deficit -</u>		
<u>Quetico Park area, Ontario</u>		
		<u>36,514.07</u>
Balance deferred, September 30, 1967		<u>\$123,631.49</u>

NORLEX MINES LIMITED

DEFERRED ADMINISTRATIVE EXPENDITURES (Schedule 'A')

For the nine month period ended September 30, 1967

Head office services, rent, accounting and secretarial services	3,150.00
Legal and audit fees	1,200.00
Stock transfer expenses	1,211.97
Shareholders' information and annual report	3,225.03
Stock exchange fees	411.72
Government fees	50.00
Directors' fees	500.00
Sundry	<u>561.72</u>
	10,310.44
Less - interest earned	<u>2,238.75</u>
	<u>\$ 8,071.69</u>

STATEMENT OF DEFICIT

For the nine month period ended September 30, 1967

Balance, December 31, 1966		1,969,789.05
<u>Additions during period</u>		
Cost of mining claims abandoned	92,250.00	
Exploration expenditures incurred on mining claims abandoned	<u>36,514.07</u>	<u>128,764.07</u>
Balance, September 30, 1967		<u>\$2,098,553.12</u>

NORLEX MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

For the nine months ended September 30, 1967

<u>Source of funds</u>		
Proceeds from sale of 400,000 treasury shares		100,000.00
<u>Application of funds</u>		
Payment on options to purchase mining claims	15,000.00	
Cost of staking 25 claims in Quebec	480.00	
Deferred exploration and administration expenditures per statement	35,747.45	
Participation in grubstake	<u>500.00</u>	<u>51,727.45</u>
Increase in working capital		<u>\$48,272.55</u>

<u>Working capital</u>	<u>December 31 1966</u>	<u>September 30 1967</u>	<u>Increase</u>
<u>Current assets:</u>			
Cash	8,544.00	12,378.78	
Deposit receipt with chartered bank . . .	30,000.00	50,000.00	
Accounts receivable and accrued interest	<u>246.00</u>	<u>16,582.76</u>	
	<u>38,790.00</u>	<u>78,961.54</u>	
<u>Current liabilities:</u>			
Accounts payable	8 101.01		
	<u>\$30,688.99</u>	<u>\$78,961.54</u>	<u>\$48,272.55</u>

APPROVED:

Director

Director

ENGINEER'S REPORT

NOTE: The following are excerpts from a report by M. Zurowski, B.Sc., P.Eng., dated September 29th, 1967, on mining claims located in Elmhirst and Pifher Townships, District of Thunder Bay, Province of Ontario. A complete copy of this report is on file with the Toronto Stock Exchange.

INTRODUCTION

The following report describes the pertinent exploratory work performed on the holdings of the company located in Elmhirst and Pifher Townships, Province of Ontario; the results obtained, and the recommendations as to the course to be pursued in further investigation of the holdings for economic copper-zinc bearing mineral deposits.

The foregoing report is based upon a physical examination of the property, during the period Sept. 16th to 18th, 1967, inclusive, which included an examination of the mineralized areas as well as certain outlying areas and the examination of the cores of the completed diamond drilling. Various geological literature was reviewed and studied; references to these are cited and incorporated into the report.

SUMMARY

Norlex Mines Limited controls a group of forty-three (43) contiguous unsurveyed and unpatented mining claims located in the townships of Pifher and Elmhirst, Port Arthur Mining Division in the Province of Ontario. Twenty-nine (29) of the claims are wholly-owned and the other fourteen (14) are held under an option agreement.

The northern two-thirds of the property is underlain by granodiorite and related intrusives. The southern one-third is underlain by a acid to intermediate volcanic complex. The contact zone of these two major rock units, lies about 800 - 1000 feet north of the NAMEWAMINIKAN (Sturgeon) River and more or less parallels it.

Three chalcopyrite mineral occurrences are present on the property. Two of these lie within the volcanic complex and the other occurs in granodiorite. Minor pyrite mineralization accompanies the chalcopyrite, and the overall quantity of both sulphides, seldom exceeds 7% by volume.

Shearing, intense chlorite alteration and the juxtaposition of the two in relation to the granodiorite contact appears to be the controlling environment of the mineralization.

The three known mineral occurrences occur along a strike length of about 4,000 feet and in no way has the structure been delimited.

To date the chalcopyrite occurrence situated in the bed of the Sturgeon River has received the bulk of exploration funds, although a dual frequency electromagnetic survey was performed over the area encompassing the known copper occurrences.

Twenty-seven diamond drill holes totalling about 9900 feet, have been conducted on the river bed occurrence. A wide zone of lightly disseminated pyrite mineralization in sheared intermediate lavas, sub-cropping beneath the Sturgeon River bed, has been outlined. It strikes N50°E and dips northwesterly between 50 to 60 degrees. The width of the zone is in the order of about 50 feet, with enlargements along strike and down dip up to 100 feet or better.

Within this zone of pyrite mineralization, lenses of chalcopyrite and sphalerite have been outlined. On the whole, the lenses are extremely small in size, with considerable variation in tenor, to be considered of any economic value.

The sphalerite mineralization appears to occur on the hanging wall portion of the pyrite zone, with chalcopyrite occurring within the core of the zone. Both ends of the sulphide zone are open and the southwesterly extremity appears to divide into two branches, one trending S20°W and the northerly branch in a direction striking N70°W. The recently discovered copper occurrence, small but of good grade could well be located on the strike extension of this northerly branch.

The exploratory work to date has demonstrated interesting chalcopyrite mineralization distributed over a large area and in a favorable geological environment justifying a continued search for economic mineral deposits.

MINERALIZATION AND STATE OF DEVELOPMENT

Following the discovery of copper (chalcopyrite) mineralization in the bed of the Sturgeon River on claim TB-128006 and together with the results obtained in the dual frequency E.M. survey, eight drill holes were bored for a total of about 2400 feet of diamond drilling. The holes were spaced to cover a strike length of about 825 feet with the first hole drilled to investigate beneath the copper occurrence. These holes were designated as the M series and were drilled under the direction of Mr. W.W. Martin, Consulting Geologist.

The salient copper bearing intersections obtained are as follows:

<u>Hole No.</u>	<u>Intersection</u>	<u>% Copper</u>
M-1	4.0 ft.	2.88
M-2	0.5 ft.	2.16
M-3	1.0 ft.	8.89
M-5	11.0 ft.	1.42
	5.0 ft.	1.79
M-6	10.0 ft.	4.17
M-8	3.5 ft.	1.60

During the period November 1966 to May 1967, Norlex Mines Limited and Canadian Javelin Limited carried out a diamond drill program totalling 19 holes for a total footage of 7513.0 feet.

Eighteen of these holes tested a strike length of about 450 feet of the aforementioned zone and tested it to a vertical depth of 390 feet, with the majority of the holes probing the mineralized zone at a mean vertical depth of about 225 feet.

The results of both the M series and the Norlex-Javelin drill holes have revealed a wide zone of lightly disseminated pyrite mineralization in sheared dacitic lavas, sub-cropping beneath the bed of the Sturgeon River, striking N50°E and dipping northwesterly between 50 to 60 degrees. The width of the zone is in the order of about 50 feet, with enlargements or bulges along strike and down dip up to 100 feet or better. Within this zone of pyrite mineralization, lenses of chalcopyrite and sphalerite have been outlined. On the whole, the lenses are extremely small in size, with considerable variation in tenor, to be considered of any economic value.

The sphalerite mineralization appears to occur on the hanging wall portion of the pyrite zone, with chalcopyrite mineralization occurring predominantly within the core of the zone.

Both ends of the sulphide zone are open and the southwesterly end of the zone appears to divide into two branches, one trending S20°W and the northerly branch in a direction striking N70°W. The split appears to be accounted for by a tabular flattish mass of granodiorite intruding the volcanics.

The salient drill results obtained in the Norlex-Javelin series of holes are as follows:

Hole No.	Intersection	Assays			
		% Cu	% Zn	oz. Ag	oz. Au
66-1	11.6	1.05			
66-2	9.0	0.58			
66-3	3.0	1.73			
	5.0	1.79			
66-4	12.0	0.17	16.17		
	7.0	0.75	6.29	3.16	
66-5	2.0	0.15	16.10	0.08	0.18
	5.0	1.54			
66-7	11.0	1.43			
	5.0	1.09			
66-8	3.0	1.04			
66-11	4.6	1.30			
66-14	9.5	1.75			
66-15	5.0	3.52			
66-17	2.7	1.87			

In summary, three chalcopyrite occurrences have been located on the Norlex holdings over a strike length of 4,000 feet. Only one of these zones has been adequately explored for the presence of economic mineral deposits. At least a length of three miles of contact zone is present on the property and much of it is covered by glacial deposits of varying thickness.

CONCLUSIONS

In view of the widespread chalcopyrite and to the lesser extent zinc mineralization uncovered on the Norlex holdings to date and the presence of a favourable geological environment for mineral deposits, further expenditures in the search for these is considered to be definitely warranted.

RECOMMENDATIONS

The following is recommended:

1. That the option agreement to purchase fourteen (14) claims in the township of Pifher and Elmhirst be maintained in good standing.
2. That an exploration program be instituted to search for economic copper-zinc bearing mineral deposits. The exploration program should be divided into two phases, with the extent of implementation of the second phase partly dependant on the results of the first. Initially, the area to be covered in this search should encompass

the known mineral occurrences and about 9000 feet of length of the granodiorite-volcanic contact area, occurring in the southwest segment of the company's holdings.

(a) Phase No. 1 - that the aforementioned area be investigated in detail by an induced polarization survey, geological mapping and geochemistry, in order to define the limits of known mineralization and those that may be covered by glacial material:

(b) Phase No. 2 - this to consists of a minimum of 5000 feet of diamond drilling to evaluate the results of Phase 1 and to investigate the tenor and dimensions of the untested copper occurrences present on the property.

The following funds are estimated to be required to carry out the above recommendations.

Phase 1	\$25,000.00
Phase 2	<u>\$30,000.00</u>
	\$55,000.00

With due consideration to the possibility that favourable results in the early stages of the above work may dictate an expanded program and consequently increase the overall cost, it may be wise to seek financial assistance, for the exploration of the company's holdings.

Respectfully submitted

Michael Zúrowski

Toronto, Ontario,
September 29, 1967.

Michael Zúrowski, B.Sc., P.Eng.

CERTIFICATE

I, Michael Zurowski, of the City of Toronto, in the Province of Ontario, hereby certify:

1. That I am a practising Geological Engineer residing at 299 Holmes Avenue, Willowdale, Ontario.
2. That I am a graduate of the University of Saskatchewan, holding the degree of B.Sc., in Geological Engineering, and I am a member of the Association of Professional Engineers of the Province of Ontario. I have been practising my profession for the past seventeen years.
3. That I have no interest either directly or indirectly and I do not expect to receive any interest either directly or indirectly in this property or in the securities of Norlex Mines Limited.
4. That the accompanying report is based on a personal examination of the property on September 16th to 18th inclusive and upon geological literature and data which is listed and incorporated into this report under reference.
5. This this certificate applies to claims TB-130673 to TB-130689 inclusive; TB-128018 to TB-128021 inclusive; TB-128023 to TB-128026 inclusive; TB-129294 to TB-129296 inclusive; TB-129298, TB-128033 to TB-128039 inclusive; TB-128006 to TB-128008 inclusive; TB-128016, TB-128017, TB-128040 and TB-128041 located in Pifher and Elmhirst Townships in the Port Arthur Mining Division in the Province of Ontario.

DATED at Toronto, Ontario, this 29th day of September, 1967.


Michael Zurowski, B.Sc., P.Eng.

THE TORONTO STOCK EXCHANGE

29/8/68

FILING STATEMENT NO. 1638.
FILED, SEPTEMBER 8th, 1968.

NORLEX MINES LIMITED

Full corporate name of Company
Incorporated under the laws of the Province of Ontario by
Letters Patent dated February 27th, 1945
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

Reference is made to previous
Filing Statement No. 1578.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	<p>(a) Working option agreement with Canadian Javelin Limited. See Schedule "A".</p> <p>(b) Convening of Special General Meeting of Shareholders to authorize increase in authorized capital of the Company. See item 4.</p> <p>(c) Rights offering to shareholders with underwriting of portion of rights not taken up. See item 6. See Schedule "A" on page 2.</p>
2. Head office address and any other office address.	Suite 509, 25 Adelaide Street West, Toronto, Ont.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p>WILLIAM PLEXMAN, Mining Executive, and Prospector, 3 Strathallen Road, Toronto, Ontario, President, Director and General Manager.</p> <p>G. D. PATTISON, C. A., Corporate Secretary and Professional Mining Executive, R. R. #2 Aurora, Ontario, Vice-President and Director.</p> <p>R. D. BELL, C. A., Corporate Secretary and Professional Mining Executive, 7 Hi Mount Drive, Willowdale, Ontario, Secretary-Treasurer and Director.</p> <p>F. C. SHERIFF, President, Packaging Equipment Services Limited, 27 Forest Glen Crescent, Toronto, Ontario. Director.</p> <p>S.A. PERRY, F. C. I. S. Corporate Secretary and Professional Mining Executive, 1 Benvenuto Place, Toronto, Ontario, Director.</p>
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized capital of the Company consists of 5,000,000 shares of the par value of \$1 each of which 4,000,000 shares are issued and outstanding as fully paid and non-assessable. The Company has agreed to convene a Special General Meeting of its Shareholders for the purpose of seeking authorization for an application for Supplementary Letters Patent increasing the authorized capital of the Company by the creation of an additional 2,500,000 shares of the par value of \$1 each ranking on a parity with the existing shares of the Company.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	See Schedule "B" on page 2.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	With reference to the agreement made between the Company and Canadian Javelin Limited referred to in Item 6, Canadian Javelin Limited, 100 Bronson Avenue, Ottawa, Ontario, may be required to purchase shares under the rights offering. The only persons having a greater than 5% interest in Canadian Javelin Limited is the Government of Newfoundland which holds all of the preferred shares and John C. Doyle, Nassau, Bahamas.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	<p>The Company plans to carry out development work on the property referred to in Schedule "A" hereto in accordance with the recommendations of Frederick C. Knight, B.Sc. P.Eng. whose report dated June 28th, 1968, accompanies this Statement. The Company does not intend at the present time to carry out any additional exploration on its other mining claims.</p> <p>See Schedule "A" on page 2.</p>
10. Brief statement of company's chief development work during past year.	<p>Whitefish Bay Area - General exploration work carried out by the Company for a cost of \$5,600</p> <p>Elmhirst and Pither Township Claims - general exploration work carried out by the Company for a cost of \$44,000. Geophysical survey carried out by Kerr Addison Mines Limited pursuant to working option agreement which has lapsed.</p> <p>French Narrows Area - diamond drilling and general exploration work carried out by the Company at a cost of \$14,500.</p> <p>General Exploration - The Company also carried out general exploration at a cost of \$2,500.</p>

This is Schedule "A" referred to
in the annexed Filing Statement
of NORLEX MINES LIMITED

The Company entered into an agreement dated August 22nd, 1968, with Canadian Javelin Limited (hereinafter called "Javelin") whereunder the Company was granted a working option on property in the Fortune District in Newfoundland having an acreage equivalent of approximately 240 mining claims. The agreement is subject to ratification by shareholders of the Company at a Special General Meeting convened for that purpose. In consideration for the granting of the option, the Company will issue 350,000 of its treasury shares to Javelin. To continue the option the Company must issue an additional 250,000 shares to Javelin by November 30th, 1969, whereupon the option continues in good standing until November 30th, 1970. To exercise the option fully, the Company must issue a further 250,000 shares to Javelin. Of the said shares issued or to be issued under the terms of the said agreement, 10% would be free shares and 90% would be held in escrow subject to release only on the written consent of the Toronto Stock Exchange. In the event that the said option is fully exercised by the Company, Javelin will receive 10% of the net profits of production from the said property.

This is Schedule "B" referred to
in the annexed Filing Statement
of NORLEX MINES LIMITED

Reference is made to the Agreement between the Company and Canadian Javelin Limited referred to in Schedule "A" hereto.

Conditional upon approval being given by the Company's Shareholders to the increase of the authorized capital of the Company referred to in Item 4 hereof, the Company will offer rights to its Shareholders entitling them to purchase one share of the Company for each five shares held at the price of 20¢ per share, such rights offering accordingly extending to a total of 800,000 of the Company. Such rights will expire 21 days from the date of issuance. By Agreement dated August 22nd, 1968, Canadian Javelin Limited acting solely on its own behalf has undertaken that the Company will receive not less than the sum of \$100,000.00 under the said rights offering and to this end has agreed that immediately following the end of the period during which the said rights may be exercised, it will purchase, at 20¢ per share, the number of treasury shares of the Company representing the difference between 500,000 shares and the lesser number subscribed for pursuant to the said rights offering so as to make up the difference between the amount received by the Company on the exercise of the said rights and the sum of \$100,000.00. Under the terms of the said Agreement Canadian Javelin Limited has the right of first refusal with respect to any future financing of the Company for a period of three years.

FINANCIAL STATEMENTS

NORLEX MINES LIMITED
(Incorporated under the laws of the Province of Ontario)

BALANCE SHEET

July 31, 1968



- ASSETS -

<u>Current Assets</u>		
Cash	11,353.82	
Deposit receipt with chartered bank	25,000.00	
Accounts receivable	<u>8,535.34</u>	44,889.16
<u>Investments</u>		
Marketable securities at written down value (market value \$451)		451.00
<u>Fixed assets</u>		
Mining claims at cost	2,332.00	
Payment on option to purchase mining claims	<u>41,000.00</u>	
	43,332.00	
Field equipment, at cost	<u>1,777.15</u>	45,109.15
<u>Deferred expenditures</u>		
Exploration and development expenditures	56,311.37	
Participation in grubstake	<u>1,000.00</u>	57,311.37
		<u>\$ 147,760.68</u>

- SHAREHOLDERS' EQUITY -

<u>Capital stock</u>		
Authorized, 5,000,000 shares, par value \$1.00 each		
Issued and fully paid, 4,000,000 shares	970,139.83	
<u>Contributed surplus arising from the reduction of capital stock on February 27, 1963</u>		
	<u>1,448,559.32</u>	
	2,418,699.15	
<u>Deficit</u>	<u>2,270,938.47</u>	147,760.68
		<u>\$ 147,760.68</u>

APPROVED on behalf of the Board

STATEMENT OF DEFERRED EXPLORATION AND DEVELOPMENT EXPENDITURES

Seven months ended July 31, 1968

<u>Exploration</u>		
<u>Whitefish Bay area, Manross Township, Ontario</u>		
Assays	16.50	
Consulting	1,000.00	
Supplies	639.31	
Survey	1,500.00	
Transportation	97.20	
Travel	423.65	
Engineering and geology expense	717.16	
Sundry	<u>14.52</u>	4,408.34
<u>Auguebelle Township, Quebec</u>		
Prospecting	400.00	
Government fees	<u>20.00</u>	420.00
<u>Barrault Township, Quebec</u>		
Assays	17.50	
Travel	220.02	
Government fees	<u>105.00</u>	342.52
<u>French Narrows area Ontario</u>		
Drilling	11,987.80	
Travel	26.00	
General field expense	<u>150.00</u>	12,163.80
<u>General</u>		
Assays	44.00	
Government fees	220.00	
Travel	<u>180.00</u>	444.00
<u>Managing Director's salary</u>		<u>3,500.00</u>
<u>Total expenditures for period</u>		<u>21,278.66</u>
<u>Balance deferred, December 31, 1967</u>		<u>35,476.71</u>
		56,755.37
<u>Deduct: General exploration to deficit</u>		<u>444.00</u>
<u>Balance deferred, July 31, 1968</u>		<u>\$ 56,311.37</u>

NORLEX MINES LIMITED

STATEMENT OF ADMINISTRATIVE EXPENDITURES

Seven months ended July 31, 1968

Administration fee	2,100.00
Audit	25.00
Office expense	131 78
Registrar & transfer agent's fees . .	728 00
Annual reports & shareholders' information	1,246 10
Government fees	120 00
Rent	300.00
Sundry	103.95
Directors' fees	500.00
General Manager's salary	-
	<u>5,254.83</u>
Less: Interest earned	<u>1,472.76</u>
	<u>\$ 3,782.07</u>

STATEMENT OF DEFICIT

Seven months ended July 31, 1968

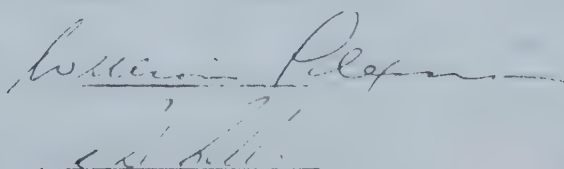
Balance, December 31, 1967	2,266,712.40
Additions during period:	
Administration expenses	3,782.07
General exploration and development expenditures	<u>444.00</u>
	<u>4,226.07</u>
Balance, July 31, 1968	<u>\$2,270,938.47</u>

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

Seven months ended July 31, 1968

Source	
Interest earned	<u>1,473</u>
Application	
Cost of mining claims	400
Payments on options to purchase mining claims	1,500
Purchase of field equipment	277
Exploration and development expenditures	21,279
Administrative expenditures	<u>5,255</u>
	<u>28,711</u>
Decrease in working capital	27,238
Working capital beginning of period	<u>72,127</u>
Working capital end of period	<u>\$ 44,889</u>

APPROVED on behalf of the Board



ENGINEER'S REPORT

NOTE: The following are excerpts from a report by F.C. Knight, B.Sc., P.Eng., dated June 28th, 1968, on mining claims located in the Fortune District, Province of Newfoundland. A complete copy of this report is on file with the Toronto Stock Exchange.

SUMMARY

The property under consideration is situated in the Fortune District in South Central Newfoundland and includes the acreage equivalent of approximately 240 mining claims.

Portions of the acreage have been explored at intervals since 1882 as a potential source of molybdenite. It is estimated that more than \$229,000 have been expended on mineral search on the properties to date.

The property is underlain along its length with an intrusive contact of Devonian Granite into an Ordovician volcanic sedimentary rock complex. Four occurrences of molybdenite have been located in embayments of this contact along a length of four and one half miles on the subject acreage.

Previous work has shown the presence of a substantial area containing modest amounts of molybdenite at the surface horizon of the most easterly of these occurrences (the Wylie Hill prospect); and has developed a modest tonnage of better grade material at the Ackley City prospect, two and one half miles to the south west.

Ore dressing tests on the latter resulted in producing a concentrate grading 55.3% MoS_2 and a recovery of 96.2% of the contained mineral. (Item 11c Page 20 - Reference List).

Former exploratory programs did not attempt to fully assess the potential of the low grade deposition at the Wylie Hill prospect nor to determine within reasonable limits the available tonnages of what may be economic grade material at the Ackley City prospect. These two prospects appear to merit further exploratory expenditure at this time, because of the upward revisions of the price structure for molybdenite during the past decade, and of the possible adaptability of the areas of low grade mineralization to low cost open pit mining procedures.

A preliminary appraisal of the two prospects would require a minimum of 5300 feet of core drilling, which with consulting fees, supervisory, assay and transportation charges would cost an estimated minimum of \$80,800.

PROPERTY

The acreage under consideration includes mineral rights in the District of Fortune in South Eastern Newfoundland, more specifically described as follows.

Lots 1 to 7 inclusive are held by Canadian Javelin Limited in Fee Simple and are described as such on page 1 and 2, Newfoundland Gazette, April 27, 1965. The remaining acreage being all of tracts 57 to 64 inclusive, 79 to 82 inclusive and 88 to 90 inclusive Section D, Reference Map 1-M-11, (less lots 1 to 7 above) which form a portion of a territory of some 1800 square miles designated as Lot 2, South granted to the Newfoundland and Labrador Corporation Limited by the Newfoundland Government under the terms of Act 64 in 1953.

These mineral rights are the equivalent of the acreage of approximately 240 mining claims.

LOCATION, ACCESS, ETC.

The acreage is situated some four miles north of the settlement of Rencontre East on Belle Bay. It is about 115 miles west of the city of St. John's.

The closest land transportation route appears to be the Burin Peninsula Road which passes 20 miles to the east. Rencontre East is serviced by C.N.R. steamers from Port Aux Basque or Argentia on a twice weekly basis. Access to the mineral acreage is by motor launch, float-equipped aircraft or helicopter.

Rencontre Lake which divides the property in a northerly direction represents a narrow fault which has been extensively gouged by glaciation. The lake is some four miles long by one half mile wide and about 800 feet deep. Its surface is eleven feet above mean tide and connects with the sea through a shallow stream about one half mile in length.

The fault cuts an area of low relief whose elevation averages some 600 feet above sea level in the vicinity of the mineral prospects but lifts an additional 700 feet immediately to the south before dropping to sea level at the south coast of Newfoundland about four miles distant.

The fault walls rise abruptly from the lake to the height of the adjacent upland which is composed of large areas of outcrop occasionally lightly covered with tundra and marked by numerous small ponds. Drainage from the area is poor. There is little or no timber.

Rencontre Lake is fed by drainage from the north through Sprout Brook and others. Sprout Brook drops 430 feet along a length of some 2800 feet prior to entry into the lake. Previous owners determined this source capable of generating 225 continuous horse power as a minimum.

A hydro power transmission line passes 15 miles to the north of the prospect.

CONCLUSIONS AND RECOMMENDATIONS

Former exploratory efforts sought to outline the higher grade portions of the areas of mineralization on the various prospects. On the Wylie Hill prospect the higher grade material appears to be enclosed within a halo of lower grade mineralization which has been exposed extensively and sampled in surface rock trenches. Previous drill cores were sampled only where higher grade sections were obvious and the remaining core is no longer sufficiently intact to permit a logical appraisal.

Therefore, it appears worthy of consideration that this area of low grade mineralization would justify a re-appraisal, particularly in view of the improved price structure for molybdenum in recent years and the adaptability of the area to low cost open pit mining methods.

The re-appraisal in its preliminary phases should include re-sampling of the surface horizon where exposed outcrop permits, and at least two drilled cross sections of each of the low grade segments.

Previous development appears to have established a modest tonnage of mineralized material to a shallow depth on the Ackley City deposit. There is scant evidence to indicate that an effort has been directed toward following this deposit to depth below the shallow horizons of the existing underground development. A preliminary investigation of this problem would require a minimum of six diamond drill holes for approximately 3,000 feet of core drilling. A minimum of AXT size core should be drilled in each situation.

An estimate of the cost of the proposed investigation is \$80,800 comprising -

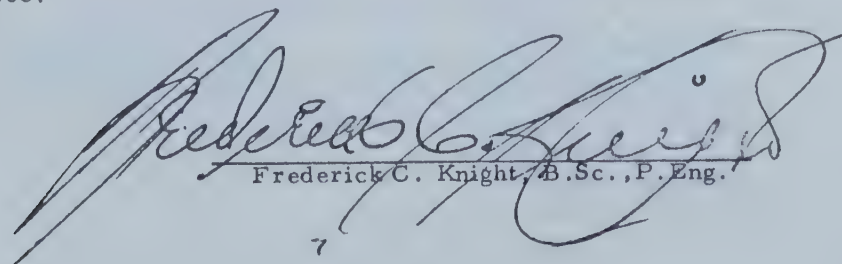
Diamond Drilling	
Wylie Hill - 2800 feet at \$11 per foot	\$30,800
Ackley City - 3000 feet at \$11 per foot	33,000
Assaying	5,000
Consulting and Supervision	6,000
Misc.	<u>6,000</u>
Estimated Total	\$80,800

CERTIFICATE

I, Frederick C. Knight of the City of Toronto in the Province of Ontario, hereby certify that:

1. I am a practising Mining Engineer, residing at 78 Baby Point Crescent, Toronto, Ontario.
2. I am a graduate of Queen's University, Kingston, Ontario, and am a member of the Association of Professional Engineers of Ontario. I have been practising my profession for more than twenty years.
3. I have no interest either directly or indirectly, and I do not expect to receive any interest, either directly or indirectly in the property covered in this report or in the securities of Norlex Mines Limited.
4. This report is based on a personal examination of the property on June 23rd, 1968, and on a study of reports and publications which are listed under the title of "References" which is incorporated into the report.
5. This certificate applies to acreage recorded as Lots 1 to 7 inclusive as described on pages 1 and 2, Newfoundland Gazette, April 27, 1965, and tracts 57 to 64 inclusive, 70 to 82 inclusive and 88 to 90 inclusive, Section D, Reference Map 1-M-11, Newfoundland.

DATED at Toronto, Ontario, this 28th day of June, 1968.


Frederick C. Knight, B.Sc., P. Eng.

COUNTY OF CARLETON) IN THE MATTER OF the Rencontre
) Molybdenum property in the Province
PROVINCE OF ONTARIO) of Newfoundland, and
) IN THE MATTER OF the proposed
TO WIT:) sale of same by Newfoundland and
) Labrador Corporation Limited to
) Norlex Mines Limited.

I, WILLIAM HARVEY ROXBURGH, of the City of Ottawa
in the County of Carleton, Mining Engineer, solemnly declare:

1. THAT I am a Vice-President and Director of Canadian
Javelin Limited (hereinafter called "Javelin") and as such have
knowledge of the matters herein deposed.

2. THAT in the year 1958, Javelin held approximately 39% of
the authorized and issued capital stock of Newfoundland and Labrador
Corporation Limited (hereinafter called "NALCO") and subsequently
in the years 1965 and 1966, increased its ownership to approximately
95% of the authorized capital stock of NALCO.

3. The Rencontre Molybdenum property is more particularly
described as follows:

Lots 1 to 7 inclusive fee simple grants described
in the Newfoundland Gazette April 27, 1965, and
tracts 57 to 64 inclusive, tracts 79 to 82 inclusive,
and tracts 88 to 90 inclusive of Section D, reference
map 1-M-11, less Lots 1 to 7 inclusive above,
within Lot 2 South of the Newfoundland and Labrador
Corporation concession.

The aforesaid properties were acquired in part by NALCO
in the year 1953 and the balance by Javelin in the year 1967.

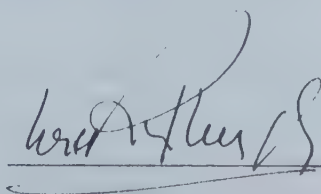
The aggregate rights and interests were acquired by grant
from the Government of Newfoundland pursuant to the applicable
legislation in that behalf.

4. Since the date of acquisition as aforesaid, NALCO and
Javelin have expended by way of exploration and development
work upon the said properties, the sum of approximately \$25,500.00

5. Javelin is the owner of 400,000 shares of the capital of
Norlex Mines Limited (hereinafter called "Norlex") but has exercised
no voice in the management of the Company nor is any nominee of
Javelin presently serving on the Board of Directors of Norlex.

6. In my opinion, the proposed transaction between Javelin
and Norlex was negotiated at arms length.

SWORN before me at the)
)
City of Ottawa in)
)
the County of Carleton)
)
this 26 day)
)
of July 1968.)
)
A Commissioner, etc.)



11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	See Schedule "A" annexed for particulars of the working option agreement between the Company and Canadian Javelin Limited. See Schedule "A" on page 2.						
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	With reference to the agreement between the Company and Canadian Javelin Limited referred to in Item 6, the only person or company who has received or who is entitled to receive from Canadian Javelin Limited a greater than 5% interest in the consideration accruing to it is Newfoundland and Labrador Corporation Limited. The only persons having a greater than 5% interest in Canadian Javelin Limited is the Government of Newfoundland which holds all of the preferred shares and John C. Doyle, Nassau, Bahamas. The only person having a greater than 5% interest in Newfoundland and Labrador Corporation Limited is Canadian Javelin Limited.						
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None						
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Not applicable.						
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<div>Draper, Dobie & Co. Limited, 25 Adelaide Street West, Toronto. 697,200 (1)</div> <div>Doherty Roadhouse & McCuaig Bros. 335 Bay Street, Toronto. 362,335 (2)</div> <div>Davidson & Company, 25 Adelaide Street West, Toronto. 274,650 (2)</div> <div>Bernette Corporation Ltd., 121 Richmond Street West, Toronto. 107,850 (2)</div> <div>Ross, Knowles & Co. Ltd., 105 Adelaide Street West, Toronto. 82,700 (2)</div> <div>(1) 400,000 of said shares beneficially owned by Canadian Javeline Limited. Beneficial ownership of balance unknown.</div> <div>(2) The Company is not aware of the beneficial owners of said shares.</div>						
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	The present Directors would be in a position to materially affect control of the Company if they are able to secure proxies from the larger registered shareholders of the Company.						
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<table><tr><td><u>Security:</u></td><td><u>Cost:</u></td><td><u>Market:</u></td></tr><tr><td>4,100 shares Titan Petroleum Corporation Limited</td><td>\$ 451</td><td>\$410</td></tr></table>	<u>Security:</u>	<u>Cost:</u>	<u>Market:</u>	4,100 shares Titan Petroleum Corporation Limited	\$ 451	\$410
<u>Security:</u>	<u>Cost:</u>	<u>Market:</u>					
4,100 shares Titan Petroleum Corporation Limited	\$ 451	\$410					
18. Brief statement of any lawsuits pending or in process against company or its properties.	None						
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	<div>The Working Option Agreement between the Company and Kerr Addison Mines Limited dated September 7th, 1967, on the Company's Pifer and Elmhirst Township Claims has terminated.</div> <div>Working Option Agreement between the Company and Claude Fortier dated September 24th, 1966, as amended by agreement dated September 6th, 1967, on 14 mining claims in the Townships of Pifer and Elmhirst.</div>						
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. Shares of the Company are not in the course of primary distribution to the public.						

CERTIFICATE OF THE COMPANY

DATED August 23rd, 1968

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

NORLEX MINES LIMITED
 "W. Flexman" William Flexman CORPORATE SEAL
 "R.D. Bell" R.D. Bell

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT NO. 305.
FILED, JANUARY 13th. 1966.

NORLEX MINES LIMITED

Full corporate name of Company

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

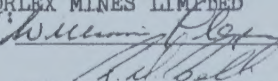
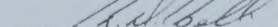
To be read in conjunction with Filing Statement No. 1374 dated November 11, 1965.

Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.	Underwriting and optioning of treasury shares referred to in Item 6.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	<p>By an agreement dated January 11th, 1966 Davidson & Company, 25 Adelaide Street West, Toronto, Ontario, acting on behalf of its clients agreed to purchase 400,000 shares of the Company at 17¢ per share payable within 3 business days of the date of acceptance for filing of this amending filing statement, and in consideration of such purchase Davidson & Company was granted the option to purchase on behalf of its clients an additional 200,000 shares of the Company at 22¢ per share payable within 3 months from the said date of acceptance.</p> <p>Options are presently outstanding under the agreement dated November 2nd, 1965 as amended by agreement made as at November 11th, 1965 referred to in Item 6 of the filing statement.</p>
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	<p>In entering into the Underwriting Option Agreement referred to in Item 6, Davidson & Company was acting solely on behalf of its clients, Marbill Corporation Limited, 3 Stratheden Road, Toronto, Ontario as to a 25% interest, Antonic Mining and Holding Corporation Limited, 25 Adelaide Street West, Toronto, Ontario as to a 25% interest, Tremoy Holdings Limited, 80 Richmond Street West, Toronto, Ontario as to a 25% interest and John Charles Labbett, 22 Edenbridge Drive, Islington, Ontario, Gordon Andrew Wiley, 24 Riverside Drive, Toronto, Ontario and Robert George Crompton, 84 Highbourne Road, Toronto, Ontario each as to an undivided one-third interest in 25%. The only person having a greater than 5% interest in Marbill Corporation Limited is William Flexman, 3 Stratheden Road, Toronto, Ontario. The only person having a greater than 5% interest in Antonic Mining and Holding Corporation Limited is August Mitto, Val d'or, Quebec. The only person having a greater than 5% in Tremoy Holdings Limited is Claire Charlebois, 890 Marlborough Street, Montreal, P.Q.</p> <p>Mr. Flexman is President and General Manager of Norlex Mines Limited. Messrs. Labbett, Wiley and Crompton are partners in Davidson & Company.</p>
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company is carrying out the exploration programme recommended by D.C. McKechnie, P. Eng., referred to in paragraph 9 of the filing statement.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. Following the acceptance of this amending filing statement shares of the Company will be in the course of primary distribution.

DATED January 11th, 1966

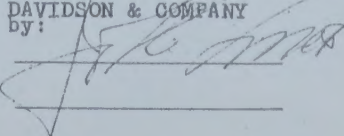
CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

NORLEX MINES LIMITED
By: "W. Flexman"  CORPORATE SEAL
"R.D. Bell" 

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

DAVIDSON & COMPANY
By: "J.C. Labbett" 

FINANCIAL STATEMENTS

NORLEX MINES LIMITED

(Incorporated under the laws of the Province of Ontario)

BALANCE SHEET

December 31, 1965

- ASSETS -

Current assets

Cash	38,397.48	
Accounts receivable	<u>1,200.00</u>	39,597.48

Investments, at cost

Marketable securities	451.00	
Other securities (no quoted value).	<u>1.00</u>	452.00

Fixed assets

Mining claims, at cost 41,774.52 cash and 167,250.00 attributed to 585,000 shares of capital stock issued for claims	209,024.52	
Mining options.	<u>5,000.00</u>	214,024.52

Deferred expenditures

Exploration and administrative expenditures, per statement.		<u>175,764.69</u>
		<u>429,838.69</u>

- LIABILITIES -

Shareholders' equity

Capital stock:

Authorized, 5,000,000 shares with a par value of \$1.00 each		
Issued and fully paid, 3,100,000 shares	3,100,000.00	
Less Discount thereon	<u>2,322,860.17</u>	
	777,139.83	
Contributed surplus.	<u>1,448,559.32</u>	
	2,225,699.15	
Deficit.	<u>1,795,860.46</u>	<u>429,838.69</u>
		<u>429,838.69</u>

APPROVED:

William P. [Signature] Director

R. L. Bell Director

NORLEX MINES LIMITED

DEFERRED EXPLORATION AND ADMINISTRATIVE EXPENDITURES

For the two month period ended December 31, 1965

<u>Exploration expenditures</u>			
Balance, October 31, 1965.		137,994.58	
<u>Rathbun Township</u>			
Assays	71.50		
Report	300.00		
Government fees.	4.50		
Transportation	<u>23.40</u>	399.40	
<u>General</u>			
General manager's salary	<u>1,000.00</u>	<u>1,000.00</u>	139,393.98
<u>Administration expenditures</u>			
Balance, October 31, 1965.		35,073.90	
Listing	285.75		
Shareholders information.	58.02		
Head office administration.	500.00		
Postage, telephone and telegraph.	23.40		
Rent.	100.00		
Directors' fees	500.00		
Sundry.	<u>7.00</u>		
	<u>1,474.17</u>		
<u>Less</u> Interest earned	<u>177.36</u>	<u>1,296.81</u>	<u>36,370.71</u>
<u>Total deferred expenditures</u>			<u>175,764.69</u>

NORLEX MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

For the two month period ended December 31, 1965

Source of funds

Decrease in working capital 7,696.21

Application of funds

Mining options.	5,000.00	
Exploration expenditures.	1,399.40	
Administrative expenditures	<u>1,296.81</u>	<u>7,696.21</u>

Decrease in working capital consists of

Working capital as at October 31, 1965		
Cash	46,982.24	
Accrued interest receivable.	<u>361.45</u>	
	47,343.69	
Less Accounts payable	<u>50.00</u>	47,293.69

Deduct

Working capital as at December 31, 1965		
Cash.	38,397.48	
Accounts receivable	<u>1,200.00</u>	<u>39,597.48</u>
		<u>7,696.21</u>

APPROVED:

William P. Ryan Director

A. D. Bell Director